THOMAS AND THE MAGIC RAILROAD

by

Britt Allcroft

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES: 105, 106

REV: GOLD DUST-3 - DECEMBER 2, 1999 - PAGES: 106, 106A, 107

REV: BUFF BUFF BUFF - DECEMBER 7, 1999 - PAGES: 85A, 86, 87, 87A

REV: POUNDS OF PURPLE PASSION - DECEMBER 9, 1999 - PAGES: 80, 81

REV: PURE-AS-THE-DRIVEN-SNOW WHITE - DEC. 10, 1999 - PAGES: 36-36A, 37-37A, 101

REV: QUIT-BUGGING-ME-FOR-CHERRY - DEC. 13, 1999 - PAGES: 66, 66A

REV: BLUE CHRISTMAS WITHOUT YOU - DEC. 15, 1999 - PAGE 55

N.B.: UNDERLINED SCENE HEADINGS INDICATE THAT THE SCENE MAY INCLUDE ANIMATION, MATTE, AND/OR CGI EFFECTS

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REV: TRIPLE YELLOW - NOVEMBER 30, 1999 - PAGES: 102A, 103

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES: 105, 106

REV: GOLD DUST-3 - DECEMBER 2, 1999 - PAGES: 106, 106A, 107

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THOMAS AND THE MAGIC RAILROAD

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REV: TRIPLE PINK - NOVEMBER 26, 1999 - PAGES: 102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

REV: TRIPLE YELLOW - NOVEMBER 30, 1999 - PAGES: 102A, 103

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES: 105, 106

REV: GOLD DUST-3 - DECEMBER 2, 1999 - PAGES: 106, 106A, 107

REV: BUFF BUFF BUFF - DECEMBER 7, 1999 - PAGES: 85A, 86, 87, 87A

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REV: TRIPLE BLUE - NOVEMBER 25, 1999 - PAGES: 66,102, 102A

REV: TRIPLE PINK - NOVEMBER 26, 1999 - PAGES: 102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

REV: TRIPLE YELLOW - NOVEMBER 30, 1999 - PAGES: 102A, 103

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES: 105, 106

REV: GOLD DUST-3 - DECEMBER 2, 1999 - PAGES: 106, 106A, 107

REV: BUFF BUFF BUFF - DECEMBER 7, 1999 - PAGES: 85A, 86, 87, 87A

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REV: TRIPLE WHITE - NOVEMBER 18, 1999 - PAGES: 45, 77, 99, 107, 107A

REV: TRIPLE BLUE - NOVEMBER 25, 1999 - PAGES: 66,102, 102A

REV: TRIPLE PINK - NOVEMBER 26, 1999 - PAGES: 102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

REV: TRIPLE YELLOW - NOVEMBER 30, 1999 - PAGES: 102A, 103

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES: 105, 106

REV: GOLD DUST-3 - DECEMBER 2, 1999 - PAGES: 106, 106A, 107

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REV: DOUBLE LILAC - NOVEMBER 15, 1999 - PAGES:
13,32,38,42,43,45,55A,55B,56,58A,66,67,67A,
70-70A,72,79,80,81,87,92,97A,104,106,106A

REV: TRIPLE WHITE - NOVEMBER 18, 1999 - PAGES:
45, 77, 99, 107, 107A

REV: TRIPLE BLUE - NOVEMBER 25, 1999 - PAGES:
66,102, 102A

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102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

REV: TRIPLE YELLOW - NOVEMBER 30, 1999 - PAGES:
102A, 103

REV: GROTTO GREEN-3 - DECEMBER 1, 1999 - PAGES:
105, 106

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REV: PUMPKIN - OCTOBER 26, 1999 - PAGES:
8,8A,9,10,93,96,103,103A,104

REV: DOUBLE BUFF - OCTOBER 28, 1999 - PAGES: 19, 20

REV: DOUBLE LILAC - NOVEMBER 15, 1999 - PAGES:
13,32,38,42,43,45,55A,55B,56,58A,66,67,67A,
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45, 77, 99, 107, 107A

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66,102, 102A

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102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

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102A, 103

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REV: DOUBLE YELLOW - OCTOBER 19, 1999 - PAGE: 105

REV: DOUBLE GREEN - OCTOBER 20, 1999 - PAGES: 32,33,75,76,100,101,106

REV: PUMPKIN - OCTOBER 26, 1999 - PAGES: 8,8A,9,10,93,96,103,103A,104

REV: DOUBLE BUFF - OCTOBER 28, 1999 - PAGES: 19, 20

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REV: TRIPLE BLUE - NOVEMBER 25, 1999 - PAGES: 66,102, 102A

REV: TRIPLE PINK - NOVEMBER 26, 1999 - PAGES: 102A, 103, 103A, 104, 105, 106, 106A, 107, 107A

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102, 103-103A, 104, 105, 106, 106A, 107

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32,33,75,76,100,101,106

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10,11,23,26,30,31,35,37-37A,38,39-41,42,43,44,
45,45A,55,55A,59,63,66,66A,67,67A,68,75,80,87,
91,103,103A,104,107

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102, 103-103A, 104, 105, 106, 106A, 107

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REV: DOUBLE GREEN - OCTOBER 20, 1999 - PAGES:
32,33,75,76,100,101,106

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8,8A,9,10,93,96,103,103A,104

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102, 103-103A, 104, 105, 106, 106A, 107

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REV: DOUBLE GREEN - OCTOBER 20, 1999 - PAGES:
32,33,75,76,100,101,106

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8,8A,9,10,93,96,103,103A,104

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5,11,11A,12,12A,15,19,22,32,33,34,36,38,39,46,48,
49,51,52,53,53A,54,54A,56,61,65,66,67,73,73A,74,
74A,83,84,85A,86,88A,97

REV: DOUBLE BLUE - OCTOBER 18, 1999 - PAGES:
10,11,23,26,30,31,35,37-37A,38,39-41,42,43,44,
45,45A,55,55A,59,63,66,66A,67,67A,68,75,80,87,
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REV: DOUBLE PINK - OCTOBER 19, 1999 - PAGES:
102, 103-103A, 104, 105, 106, 106A, 107

REV: DOUBLE YELLOW - OCTOBER 19, 1999 - PAGE: 105

REV: DOUBLE GREEN - OCTOBER 20, 1999 - PAGES:
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5,23,24,27,37,37A,40,41,47,55A,63,63A,64,64A,65,66,
67,78,80,90,92,93,95A,96,103,104,105,106

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5,11,11A,12,12A,15,19,22,32,33,34,36,38,39,46,48,
49,51,52,53,53A,54,54A,56,61,65,66,67,73,73A,74,
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10,11,23,26,30,31,35,37-37A,38,39-41,42,43,44,
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102, 103-103A, 104, 105, 106, 106A, 107

REV: DOUBLE YELLOW - OCTOBER 19, 1999 - PAGE: 105

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5,11,11A,12,12A,15,19,22,32,33,34,36,38,39,46,48,
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102, 103-103A, 104, 105, 106, 106A, 107

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74A,83,84,85A,86,88A,97

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10,11,23,26,30,31,35,37-37A,38,39-41,42,43,44,
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4,5,6,9,10,11,12,12A,13,13A,18,23,24,24A,27,31,33,34,
34A,35,36,36A,37,37A,38,39A,40,40A,43,44,45,45A,46,
46A,47,48,49,50,56,58,58A,62,63,63A,66,68,69,70,70A,
71,78,80,81,83,84,85,85A,87,88,88A,89,89A,90,90A,94,
94A,95,95A,96,97,97A,106,106A,108

REV: LILAC - AUGUST 30, 1999 - PAGES:
5,23,24,27,37,37A,40,41,47,55A,63,63A,64,64A,65,66,
67,78,80,90,92,93,95A,96,103,104,105,106

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5,11,11A,12,12A,15,19,22,32,33,34,36,38,39,46,48,
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34A,35,36,36A,37,37A,38,39A,40,40A,43,44,45,45A,46,
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94A,95,95A,96,97,97A,106,106A,108

REV: LILAC - AUGUST 30, 1999 - PAGES:
5,23,24,27,37,37A,40,41,47,55A,63,63A,64,64A,65,66,
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PAGES:8,13,14,15,16,17,18,49,61
GOLDENROD PAGES DISTRIBUTED AUGUST 08,1999:
51,53,53A,55,73,73A,74

REV: BUFF - AUGUST 09,1999
4,5,6,9,10,11,12,12A,13,13A,18,23,24,
24A,27,31,33,34,34A,35,36,36A,37,37A,
38,39A,40,40A,43,44,45,45A,46,46A,47,
48,49,50,56,58,62,63,63A,66,68,69,70
70A,71,78,80,81,83,84,85,85A,87,88,
88A,89,89A,90,90A,94,94A,95,95A,96,
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Fade In:

1 INT. ISLAND OF SODOR - DARK TUNNEL - DAY 1

We experience a moment's darkness and silence on the big wide screen in front of us -- the screen that is about to come to life to tell us our story.

Then -- here, there, the darkness is illuminated by flickering rails of light and we hear closer, closer, a rhythmic rumble -- train wheels -- louder, louder.

We are curious, excited, filled with anticipation -- soon we hear a wonderful, swishing sound of a whistle -- it's all around us, and we see images one upon the other -- a splash of blue, a dash of grey, a little bit of yellow and then of red -- they sweep across the darkness and across the reflections of light and are gone through the tunnel -- and away in a whoosh of steam. . . . *

It's as if we have seen pieces of a jigsaw puzzle but we cannot identify the complete picture until...

1A EXT. ISLAND OF SODOR - COUNTRYSIDE/RAIL LINES - DAY 1A

We are outside the tunnel and, as the steam dissipates, there * is the back view of a little blue train engine with six small wheels, a short stumpy boiler and a short stumpy dome, speeding along on his journey in a cloud of steam. This is our first full glimpse of THOMAS -- at home on the Island of Sodor.

2 EXT. SODOR - AERIAL VIEW - DAY 2

He disappears around a corner and we go up into the blue sky -- as bright as the blue of the little engine that we come down searching for again, amidst the glorious landscape laid out beneath us, and we hear a voice -- it's the warm voice of our Storyteller who, as the story ends, we will learn is LILY, grown up.

STORYTELLER [LILY, ADULT] (V.O.)
I believe that most folks understand that on a train journey, great adventure may be waiting right around the corner.

Now we have found Thomas -- but he is still ahead of us, so we cannot yet see the special magic of this cheeky little

2 CONTINUED: 2

engine -- the wonderfully expressive face that he and his friends possess where other engines merely carry smoke boxes.

STORYTELLER [LILY, ADULT] (V.O.) (cont'd)
... and that long after the sound of a train whistle has vanished, its romance will remain in every human heart -- whatever the age, whatever the time.

Now we are ahead of Thomas -- we can see big billowing steam heralding his approach -- he is just about to come around the corner.

STORYTELLER [LILY, ADULT] (V.O.) (cont'd)
Most folks are happy to know this -- sadly, a few are not -- which is a shame because that's all it takes to cause a lot of trouble to some of the most precious things in life.

3 EXT. SODOR - ISLAND LANDSCAPE - DAY 3

As our storyteller says these last words, we suddenly see Thomas' smiling face, and we see too a golden sparkle, and * from it emerges the magical figure of Mr. Conductor standing just inside Thomas' cab as he pulls the whistle cord. Thomas * gives a big cheerful whistle and his happy eyes turn towards * us as he flashes by and a huge whoosh of steam and a burst of golden sparkles hides him from view. Over the steam and sparkles we reveal:

OPENING TITLES

MUSICAL OVERTURE

"THOMAS AND THE MAGIC RAILROAD"

As we come close to the close of our opening titles we hear * our storyteller. *

STORYTELLER [LILY, ADULT] (V.O.) *
This a story about trains; folks *
who were far apart; and a railroad *
that brought them together as they *
were meant to be.

4 OMITTED 4

5 EXT. SODOR - AERIAL VIEW - DAY 5

A SHIFT IN TIME *

SONG: "ISLAND SONG / THOMAS THEME" *

We see shimmering filtered sunlight on a leaf, and then the whole vista of this idyllic setting is laid out before us as we rediscover Thomas puffing through his Island home. As we learn from the montage that follows, it is a landscape of meadows and mountains, friendly little villages and valleys -- all made more picturesque by a brightly-coloured assortment of puffing trains -- GORDON, pulling passenger coaches; HENRY, pulling a long goods train; TOBY with his coach HENRIETTA; James with flatbeds, PERCY with a main train, BERTIE the bus along with THOMAS and his coaches ANNIE and CLARABEL. Beyond everyone's idea of a Technicolor holiday heaven, this Island has a special secret -- it is the land of talking trains.

Our introduction to Thomas, his friends, and the Island of Sodor is accompanied by the voice of our Storyteller.

STORYTELLER [LILY, ADULT] (V.O.)
Every story --
(beat)
like a railroad -- has its heroes...
Meet Thomas -- he's our number one hero. And this is where he and his friends live -- the Island of Sodor.
(pause)
There's no place like it and if you have the imagination that I think you do, you're about to find out why.

CUT TO:

6 EXT./INT. SODOR - KNAPFORD MAIN STATION - DAY 6

CLOSE-UP: GORDON - AT THE BIG STATION

AND A BIG BOOMING VOICE

NOTE: In addition to specific activity related to the storyline, the engines will conduct their conversations while

6 CONTINUED: 6

being busy with the workings of the railway, unless dramatic content dictates otherwise.

GORDON is a blue engine like Thomas but much bigger, and very pompous. The relationship between Thomas and Gordon, as between all the engines, has its share of teasing and bickering, but fundamentally this is a world of friendly innocence, where no engine would wish another real harm.

Right now Gordon is looking very bored.

GORDON
... 3, 4, 5, 6...

A loud whistle interrupts him.

Then we see Thomas puffing up alongside him with a big smile on his smoke box.

THOMAS
... 7, 8 -- practising your numbers, Gordon? That's a good engine.

Gordon sighs.

GORDON
I'm counting how many seconds late you are. *

Gordon eyes a large poster above him. It features the Hitchcockian image of Sir Topham Hatt, whose trademark is his daily attire of an English top hat. Sir Topham has his finger pointing out and it reads "Sir Topham needs you." (This pointer with a variety of expressions on Sir Topham's face will be seen in various locations throughout the story.)

GORDON (cont'd)
(reproachfully)
What does that sign say?

THOMAS
(reading it)
"Sodor Railway -- really reliable and right on time --".

GORDON
And you weren't little Thomas.

THOMAS
And you're being bossy Gordon. This sign also says -- "Sorry for <u>delays</u> during repairs.
(MORE)

(CONTINUED)

6 CONTINUED: (2) 6

THOMAS (cont'd)
We are making this a better railway -- signed -- Head of the Railway -- Sir Topham Hatt".

By now, Thomas has shunted Gordon's coaches and Gordon is backing down onto them. It is clear from the surroundings that repair work to the tracks and buffers in under way. *

THOMAS (cont'd)
Now, please excuse me, -- I'm meeting Mr. Conductor. He's taking care of us whilst Sir Topham Hatt takes a very important short holiday.

GORDON
(giving a big whoosh of steam)
I think we can take care of ourselves.

At that moment, there is a huge ugly screech and the menacing newcomer DIESEL 10 snarls past. He has a very unfriendly look on his face. The first of our two villains is making his opening presence well and truly felt.

DIESEL 10
Get out of my way, you blue puffballs! You'll never make this a better railway -- I will -- it'll be better for me!

Gordon is so shocked by Diesel 10's appearance that he starts forward, only to find that he has left his coaches behind.

GORDON
What was <u>that</u>?

He is going back to fetch his coaches.

THOMAS
<u>That</u> is a problem. I call him Diesel 10 -- 10 out of 10 for devious deeds and brutal strength. Sir Topham Hatt sent him to help us engines, but Diesel is behaving as if he hates us. I think he's really scary.

(CONTINUED)

6 CONTINUED: (3) 6

GORDON
Pah, really useful engines like us have to be brave... *
(then, sheepishly)
...but maybe we do need Mr. Conductor here after all.

The two engines steam away, and over this and the next scenes we hear our Storyteller.

STORYTELLER [LILY, ADULT] (V.O.)
Mr. Conductor - he's the man with all the sparkle and he knows Thomas well. The Island of Sodor is at one end of Mr. Conductor's Universe.

PAN ACROSS THE SKY AND TILT DOWN TO:

7 EXT. MUFFLE MOUNTAIN/INDIAN VALLEY - AERIAL VIEW - DAY 7

Now we are being introduced for the first time to another enticing, delightful-looking landscape. It is similar in many ways to Sodor, but while the Island of Sodor is a toy-world come-to-life -- the one we are now discovering is reality touched by fantasy. It is idyllic yet accessible (if you can just find the way) and it is magical, as we shall soon discover.

We are introduced to it by way of a rocky cove with lapping water and pebbles making way for grassland. Now we are casting our eyes over the mountain (Muffle Mountain) where on one side, near the foot of it, we see a small house. We see the man who we will come to know as Lily's GRANDPA BURNETT STONE, moving outside it. He is in his garden, fixing the fencing around it. It's hard work, and he wipes his brow with his elbow -- as he does so he reveals his face -- good-looking but touched with sadness.

Then we move up the mountain, and over to the other side where we see a wonderful valley with a little town and a railroad station, marked by a bouquet in full blossom right beside it. * This is Shining Time in the Indian Valley. *

As our eyes take in this scenery, our Storyteller explains it.

STORYTELLER [LILY, ADULT] (V.O.)
At the other end, far away across a wide ocean, along peaceful pasturelands, and then up and over Muffle Mountain, is Shining Time --
(MORE)

(CONTINUED)

7 CONTINUED: 7

STORYTELLER [LILY, ADULT] (V.O.) (cont'd)
a contented railroading town hidden deep in a valley.
(pause)
You'll know that you've arrived as soon as you see the Bouquet tree. It's beautiful, with blooms that last from spring until the winter winds blow.

TILT DOWN TO:

8 EXT. SHINING TIME - DAY 8

The sunny Indian Valley and its little towns, like Shining Time, could, in some ways, have come straight out of a Norman Rockwell painting. As we approach the crossroads close to the town's "Welcome" sign, we can see families greeting each other, windows being cleaned, a kid on a bicycle selling 'The Shining Times' newspaper, an ice cream truck, a juggler, a kid's baseball game and cars slowing down to let each other take right of way. Mr. C. sparkles onto a hanging basket to give the flowers some plant food. The Indian Valley is not frozen in the 1950's, but it has determinedly hung on to some of its pastimes. As our Storyteller explains...

STORYTELLER [LILY, ADULT] (V.O.)
There is kindness and courtesy here -- it's a town of goodwill in a valley where you can take a breath of fresh air and feel free... and it's also the place where Mr. Conductor lives.

8A EXT. SHINING TIME STATION - DAY 8A

Now we are moving towards the station as the Rainbow Sun, pride-of-the-line steam engine, pulls away from the platform. There are, as far as we know for now, no talking trains in this valley. Instead, there are big "Iron Horses" like the Rainbow Sun.

A kid is running around the station and leading us to the front of it.

CUT TO:

9 EXT. SHINING TIME STATION - PLATFORM - DAY 9

The screen is momentarily filled with smoke (from the Rainbow Sun).

(CONTINUED)

9 CONTINUED: 9

A woman waves from the platform to her friend on the train, she turns to leave without looking where she is going. Mr. Conductor realizes the woman is going to bump into the basket and lifts himself and the basket up out of her way. The woman is unaware that she's just been saved a big headache.

STORYTELLER [LILY, ADULT] (V.O.)
Mr. Conductor likes to lend a helping hand. A lot of little jobs get done just because of him. But he's a private kind of fellow and some folks never see him to say "Thank you".

Mr. C. tips his hat as the woman leaves.

CUT TO:

10 EXT. BIG CITY - STREETS/LILY'S APT. - DAY 10

It is a dark, grey day. In the sky we're following what seems to be sparkling railway tracks. Then we tilt down and realize they're actually reflections from the stream of street lights. It's an extraordinary effect, but no one notices except us, and a girl in green hurrying through the grey and grime of the noisy street. Her name is LILY. She is 12 years old and * definitely a contemporary kid of the new millennium. She is * with her mother -- a young woman expecting a baby. *

Over this we hear our Storyteller.

STORYTELLER [LILY, ADULT] (V.O.)
But Lily would see him. She lives in a big city a few hours train-ride from Shining Time, and notices amazing things that no one else has time to.

Now Lily and her mother have crossed the street and are walking * along the sidewalk towards their apartment building. Lily * has a shopping bag slung over her shoulder and her mother is * carrying another bag. She is on her cell phone.

LILY'S MOTHER *
Hey, Lily -- your Dad wants to say * hello.

(CONTINUED)

10 CONTINUED: 10

LILY
Hi Dad -- when are you coming home?
...Oh, okay. I hope the job goes
well.
(disappointed)
Yeah, and I love you too.

She hands the phone back to her mother.

LILY (cont'd)
(frustrated)
Why did Dad have to go away?

LILY'S MOTHER
(exasperated)
To get work.

Lily is feeling rebellious and stops in her tracks.

LILY
Why do I have to go and stay with
Grandpa Burnett?

LILY'S MOTHER
Because I don't want you here alone
while I'm having the baby -- it'll
only be for a few days.

10 CONTINUED: (2) 10

LILY
Grandpa's so sad since Grandma died, and he never comes here to see us.

LILY'S MOTHER
Maybe your visit will cheer him up. *

They begin walking again. *

LILY'S MOTHER (cont'd) *
Have you got his present? *

Lily rummages in her pocket and produces a bunch of threads. *

LILY
Yes -- I'm making him a friendship bracelet --
(beat)
-- but I'd rather stay here with you.

Her mother gives Lily a hug. They have arrived at their * apartment building. Lily turns towards the fire escape. *

LILY (cont'd) *
I'm going up this way. *

LILY'S MOTHER *
Be careful. *

LILY *
I will. *

Lily's mother exits shot and Lily starts up the fire escape. *

11 OMITTED 11 *

12 EXT. LILY'S APT. - FIRE ESCAPE - DAY 12 *

Lily pauses on the landing -- taking out a toy bluebird from her pocket. *

LILY
Bluebird, you're coming with me to Grandpa's. I know how much you like to travel. *

We pull away from the fire escape and climb upwards. Lily does too, as we continue up -- leaving her, and the skyscrapers beyond the fire escape behind as we move into the sky. * *

STORYTELLER [LILY, ADULT] (V.O.)
So now you've met Lily, Mr. Conductor and Thomas. But we'll find out from our story whether they meet each other.

MIX TO:

13 EXT. SHINING TIME - TOWN LIMITS - DAY 13

CLOSE UP:

A colourful sketch drawn in beautiful colours -- slightly faded and worn -- we can see the words "Shining Time", "Indian Valley" and "Muffle Mountain" written across it.

Then we see a little pair of ears. For a moment we think it is part of the mural, and then we pull back to reveal the back of a rather scruffy but adorable dog's head. It moves! The dog is a middle-size mongrel, slightly shaggy and shabby with big soulful eyes and a very friendly tail.

This is MUTT, and he is important to this story. Now we see that Mutt is sitting at the top of a ladder with his front paws resting on the bottom of the map -- keeping it in place.

The lettering on the map is being replicated on the town sign, which reads "Shining Time - town population 5006, give or take".

13 CONTINUED: 13

PATCH -- a 12/13-year-old boy who will help bring this story to a happy ending -- is our whistling painter standing on another ladder. He has a pencil stuck behind his ear; he finishes with a flourish.

PATCH
There, Mutt -- paint touch - job's done. I reckon Shining Time has the best welcome sign of any town in our valley.

Mutt barks his approval.

PATCH (cont'd)
I'm glad you agree. That old map of Billy's helped a lot.

Mutt continues to bark and would clearly love to leave his post.

PATCH (cont'd)
Oh, he's on his way back, is he? You hear that train whistle sooner than it hears itself.

14 EXT. SHINING TIME VALLEY - DAY 14

Then we hear the train too, and see the magnificent Rainbow Sun speeding and steaming through the morning light. Unlike the engines on the Island of Sodor, this iron horse doesn't have a face, nor is it painted in primary colours -- its splendour is steely grey. Its driver is clearly enjoying the ride and the countryside.

BILLY TWOFEATHERS stands straight and tall at the throttle. Billy is a Native American in his late fifties.

STORYTELLER [LILY, ADULT] (V.O.)
This is the Rainbow Sun, and this is her driver, Billy Twofeathers. His family have lived in the valley for generations. *

15 EXT./INT. SH. TIME VALLEY/RAINBOW SUN - CAB (TRAV.) - DAY 15

As the Rainbow Sun approaches Shining Time, two kids on bikes stop and wave as the train goes by. *

(CONTINUED)

15 CONTINUED: 15

We follow Billy's point-of-view and suddenly notice in the far distance, a light flashing through the trees on the hillside. Next we see a man on a motorcycle emerge through the trees and ride destructively straight across the hillside.

16 EXT. SHINING TIME VALLEY - RAILWAY TRACKS - DAY 16 *

He is clearly out of place in this sunny and caring town.

His name is P.T. BOOMER. He's around 55-60 years of age and a drifter by choice not circumstances. Boomer is an opportunist, who has drifted from situation to situation, making money wherever he can - usually out of others misfortunes. He is an emotionally muddy character who is obsessed with cleanliness and order. Now he is out of opportunities, except one - to return to Shining Time with only himself, his motor cycle, a life long grudge, and a thirst for revenge, when he frist hits town, destruction - physical and verbal - is an easy carefree pastime. He is our second villain, and perhaps has a visual characteristic that he shares with Diesel 10. He comes over the hill on the road and cuts across the track at the grade crossing, causing Billy to hit the brakes and blow the whistle - frightening a nearby flock of birds into the air.

17 EXT. SHINING TIME - TOWN LIMITS - DAY 17

The Rainbow Sun steams to a stop outside the station. Billy steps from his cab and crosses the meadow to Patch, who is giving Mutt a drink of water from the drinking bowl that he carries with him wherever he rides. Billy greets Mutt who gives the map back to him.

BILLY
(distracted and looking back)
Fine work, Patch.

PATCH
Is something the matter with the Rainbow Sun Mr. Twofeathers - I heard the brakes go on. *

BILLY
Everything's okay Patch

PATCH
Mr. Twofeathers...I've been looking at your map... what are those mysterious shadowy lines on it? They look like straight railroad tracks, but I can't see any other tracks around here but the ones you travel on.

(CONTINUED)

17 CONTINUED: 17

BILLY
(putting the map away)
Oh it's mysteries that make this place --

PATCH
-- magical?

Billy gestures "guess so", and Patch untethers his horse, realizing that there is nothing more to be said.

PATCH (cont'd)
I'd better be off to Muffle Mountain. I promised Mr. Stone I'd clean out his yard today.

BILLY
(wistfully)
Tell me something... does Burnett Stone ever give you a smile? *

17 CONTINUED: (2) 17

Patch is getting on his horse.

PATCH
No -- but he doesn't frighten my horse either. So I don't think he's a bad man, I think he's just sad.

Billy nods in agreement.

(thoughtfully)
This Iron Horse of mine serves me proud, but you two can cover every nook and cranny. If you see a stranger when you're out riding let me know, would you, Patch? His name is Boomer.

PATCH
Oh -- sure I will.

And Patch rides away.

Mutt is eager to get back to the station, but he and Billy have an unwelcome encounter first.

18 EXT. SHINING TIME STATION - PLATFORM - DAY 18

The platform seems eerily empty as Billy is walking along it. He has his map which he is going to put in it's slot on the wall. A train goes by and he acknowledges the driver. Mutt starts to growl.

BOOMER
(unseen)
You're Billy Twofeathers... do you know who I am?

And suddenly - where there was a blank wall, now Boomer is leaning against it. - polishing his goggles with a leaf from the bouquet tree.

BILLY
(matter-of-factly)
You're P.T. Boomer and you left this valley a long time ago when I first became a railroader. You nearly caused a bad accident just now. * * *

(CONTINUED)

18 CONTINUED: 18

BOOMER
So now I'm back... for two reasons --

He points across towards Muffle Mountain.

BOOMER (cont'd)
You see that mountain over there -- I'm going to own it. It's going to be mine, all mine.

18 CONTINUED: (2) 18

BILLY
(shocked but steady)
That mountain's not for sale -- it belongs to Mother Earth. You'll never own it. *
*

Boomer defiantly turns his back on the mountain.

BOOMER
You're wrong. Second reason, I'm back -- to find Burnett Stone. Where is he?

Billy is putting the map back in its slot on the wall of the station.

BILLY
Wherever he wants to be...

BOOMER
Playing innocent like everyone else in this town won't work -- I'll find him.

BILLY
Yes, there is innocence here -- don't mess with it.

Then he looks across the meadow and up to the mountain where the flowers are gleaming in the sunlight.

Boomer turns heel and as he does so, takes a swing at the hanging basket, where Mr. Conductor appeared moments ago. Then he strides away. * *

Billy picks up the flowers that have dropped to the ground.

BILLY (cont'd)
(to himself)
Innocence is here because this valley is built on land that's special, and it is touched by gold dust too. That combination equals harmony, but you can't understand that even when it's staring you in the face. * *

Mutt runs ahead of Billy and we go with them into the station to discover...

19 INT. SHINING TIME STATION - DAY 19

Shining Time Station on an ordinary, cheerful day. Passengers coming and going.

STACY JONES, the Station Master, is sorting through some old Lost and Found boxes when the telephone rings. Stacy is everyone's idea of a favourite aunt. She has a sense of fun that appeals to kids who respond to her caring ways, which she manages to combine with a savvy sense of responsibility towards her job. Like Billy, she is part of Mr. C's inner circle of friends and very protective of his presence.

The interior of the station helps communicate the warm atmosphere -- there are stained-glass windows and jewel-coloured light reflections.

STACY
(putting on her hat as she answers the phone)
Shining Time Station -- Manager Stacy Jones speaking... Yes, the 10:15 from Pelican Falls to Shining Time is right on time.... You're welcome. *
*

Billy is entering the station as Stacy picks out a child's drawing. It's of a little boy climbing up a hillside with a railway track and a set of buffers below and behind him.

STACY (cont'd)
Billy - have you got a moment?

Billy puts down his tool bag and joins Stacy as a little child runs in and puts a bowl with one goldfish in it on the ticket booth.

STACY (cont'd)
I found this child's drawing in an old locker in the lost and found. Look at the signature Billy - it's by Burnett Stone. Is this him as a little boy?

Mutt, has leapt onto a bench near the ticket booth and seems to prick up his ears with interest.

BILLY
Most likely...

STACY
I can't believe that grumpy Burnett could ever have looked this happy.

(CONTINUED)

19 CONTINUED: 19

BILLY
Oh Burnett had a wonderful smile,
and he loved railroading *
(pause)
although something always seemed to
trouble him.
(mood change)
Here, Stacy -- these flowers got
knocked out of their basket. Maybe
some water will help them live *
longer.

STACY
Why did they get broken?

BILLY
Because a man called Boomer's back
in town who doesn't believe in magic.

Stacy looks concerned as Billy collects his toolbag. Our attention is drawn to the magnificent station wall-mural above the bench, which Mutt has now made his next sitting place.

CLOSE ON MURAL

We see the painting of a tunnel with tracks disappearing into the darkness -- to the right of this is the little red door of a signal house.

In front of the door appears a sparkle golden bright. As it appears, Billy looks up and whispers.

BILLY (cont'd)
Hullo, Mr. Conductor.

Out of the sparkle appears a dashing forty-ish man wearing a smart blue conductor's uniform complete with peaked hat and brass badge. He just happens to be 18 inches tall and lives * in a painting on the wall.

MR. C.
Hullo, Billy.

Like anyone leaving their home, Mr. C. does ordinary things -- albeit in an extraordinary situation.

He makes sure that his door is locked, looks through the window, taps his pockets to be certain that he has everything, including his toolkit for emergency repairs.

(CONTINUED)

19 CONTINUED: (2) 19

MR. C. (cont'd)
(continuing to check)
-Ticket hole punch...check. All aboard *
(clears throat and repeats)
All aboard
(then to Billy)
Just making sure Billy - I mustn't *
let my conductor skills get rusty.

Mutt is observing all this activity with some concern.

BILLY
(observing it, too)
Important day, Mr. C.?

MR. C.
(proudly)
Very important, Billy -- I'm going to the Island of Sodor - you know it's the only place in my Universe where I seem to fit in, size-wise. Sir Topham Hatt has given me a big responsibility for the very first time. What's more, he says a new Diesel has arrived, and I have to make sure he behaves himself.

BILLY *
I hope your visit goes well Mr.C. *

Billy goes through to his workshop and Mr. C. sparkles to where Stacy is finishing on the phone. She gestures "hello" to Mr. C. who hears the goldfish talking to him.

MR. C.
(listening to to the goldfish)
I'm sorry, what did you say...?
Oh, thank you. I like my sparkle too!
(beat - listening again)
Yes - gold is great!

Stacy is unfazed by the presence of Mr. C. She knows him well. The little child dashes back for the goldfish. She and Mr.C. acknowledge each other (no words spoken) and Mr.C.turns to look at the drawing of Burnett Stone as a child in a landscape that we will soon learn is the Island of Sodor.

(CONTINUED)

19 CONTINUED: (3) 19

MR. C. (cont'd)
(puzzled)
Where did you get this drawing, Stacy?

STACY
In an old locker. It was done by Burnett Stone when he was a child. I was told that he used to work on this railroad, but he never leaves the otherside of the mountain now.
(beat)
You seem puzzled, Mr. C.

MR. C.
I am puzzled -- this place looks like the Island of Sodor -- but how would Burnett Stone get there?
(beat)
Anyway, I must go now....

STACY
Right now?

Mr. C. is a little irritated by her reaction.

MR. C.
Yes, Stacy. I have to help keep everything safe and sound on the Island of Sodor, just like I try to do here. What's the matter?

Billy gestures "sssh"' to Stacy but MR. C. notices.

STACY
Oh, nothing for you to worry about, Mr. Conductor.

The three friends eye each other with affectionate suspicion.

19 CONTINUED: (4) 19

We leave Mr. C. and Stacy as we go with Billy.

20 EXT. SHINING TIME STATION - PLATFORM - DAY 20

The Rainbow Sun is about to leave the station.

Mutt is sitting at the end of the platform with the air of a child not wanting a parent to leave. Billy swings into his cab.

BILLY
I know, I know -- Boomer is bad news for this valley -- but so is this train if I don't get it to Doodlehaven on time.

With that, Billy gives a blast on the whistle, the train starts to leave, and Mutt returns inside.

21 INT. SHINING TIME STATION - DAY 21

At the mural, Mr. C. is checking the engine on the wall. *

MR. C.
Stay right there till I get back. *

Mutt returns and gazes forlornly at Mr. C. *

MR. C. (cont'd)
(concerned)
You don't want me to go, do you?
(sighs)
And your instincts are usually right.

Mutt is whining quietly.

MR. C. (cont'd)
Is there some sort of trouble brewing here?

Mutt gestures 'yes' with his paw. *

MR. C. (cont'd) *
(with affection) *
Now -- what kind of an answer is *
that...? *

Mutt continues to whine. *

21 CONTINUED: 21

MR. C. (cont'd) *
I'm going to be late... I'll be *
back as soon as I can. Now, I must
concentrate -- One blow on my whistle
should give me enough gold dust for
a lot of sparkle. I need it for
this journey!... Sparkle, sparkle, *
sparkle.... *

Mr. C. blows his whistle. Mutt's ears descend in even more alarm, as Mr. C. sparkles out and disappears.

CUT TO:

22 EXT. LILY'S APT. - FIRE ESCAPE - DAY 22

Lily is sitting at the top of the fire escape finishing off making the friendship bracelet for Burnett.

STORYTELLER [LILY, ADULT] (V.O.)
In the big city, Lily was making
final preparations for her own
journey.

LILY
So that's it, Grandpa -- I hope
you'll like it... I hope it'll fit.
(sighs)
And I hope it'll help to make you
happy again too.

Lily takes out her harmonica and begins to play.

The noise from the city traffic below gets louder but so does Lily's playing. She loves harmonizing with the city sounds. She looks down to the street below and a tap-dancer is dancing to her music. The moment is fleeting, but somehow magical, too.

STORYTELLER [LILY, ADULT] (V.O.)
As Lily was trying to make herself
heard above the sound of the sirens,
far away on the Island of Sodor,
James the Red Engine was having a
battle of a very different kind.

CUT TO:

23 EXT./INT. SODOR - RAILWAY YARDS - DAY 23

We discover James the Red Engine. He is in the sheds and having problems with a fly that is buzzing his nose.

STORYTELLER [LILY, ADULT]
James is a rather moody engine. His temper can be as red as his paint, if he could play in a band I'm sure he'd be a great drummer.

JAMES
Bzzz -- Go away!

Thomas backs along the line, looking at James rather than in front of him. As a result, he bumps into the buffers. James thinks this is amusing.

JAMES (cont'd)
You weren't concentrating, Thomas. Lucky for you that the buffers were there.

THOMAS
That's what buffers are for -- to stop engines crashing. That's why they are being repaired. What are you doing in the sheds, James? *

JAMES
My wheels were feeling worn out with work, so Sir Topham Hatt told me to think about all the ways I can be a Really Useful Engine... and when I have, I can come out again. *

THOMAS
He's just trying to make this a better railway for steam engines. Sir Topham Hatt says the harder we work, especially while he takes a holiday, the less he'll need diesels to hel...

As Thomas is talking, James is becoming visibly more worried. What he and we can see, but Thomas can't -- until too late -- is the looming arrival of the menacing Diesel 10.

DIESEL 10
Help you...?
(MORE)

(CONTINUED)

23 CONTINUED: 23

DIESEL 10 (cont'd)
You will always need help because steam engines are cowardly, cranky, worn-out hunks of metal who couldn't hurt a fly.

This last comment is hurled at James. The fly is bugging him even more but he is powerless to do anything.

JAMES
No we're not.

DIESEL 10
Yes -- you are.

JAMES
Aren't.

DIESEL 10
Are. I am going to dominate you. I am going to destroy you. When I'm done with my plan, you'll be nothing but useless scrap.

With that Diesel 10 snakes away.

JAMES
Big bully...

James is furious and Thomas outraged, but nervous.

THOMAS
(calling after Diesel 10)
D-D-Diesels won't dominate and they won't destroy -- we won't let you -- neither will Mr. Conductor. I'm off to fetch him now!

24 AND 25 OMITTED 24 AND 25

26 EXT. SODOR - LITTLE SIGNAL BOX - DAY 26

Thomas is approaching from the far distance and stops as he sees Mr. C. sparkle onto the other side of the track.

MR. C.
Good Morning, Thomas.

THOMAS
Good morning, Mr. Conductor. * *

(CONTINUED)

26 CONTINUED: 26

MR. C.
The journey from Shining Time is getting bumpier every time. (rubbing his arms and legs) I have to see Sir Topham Hatt to get my orders right away --

Mr. C. Sparkles into Thomas' cab. As Thomas sets of and gathers speed, he is showing great pride on his face -- eyes left, then right. But he is concerned.

THOMAS
I'm very happy you're here, Mr. Conductor. A big bully Diesel has arrived; he is behaving very badly.

MR. C.
Sir Topham Hatt warned me about Diesel. Don't worry, Thomas. I'll just pop in and out with my sparkle wherever he goes and keep him in order.

27 EXT. SODOR - RAILWAY SIDINGS - DAY 27

There in some sidings are Splatter and Dodge in a huddle with Diesel 10.

Above them looms a huge boulder -- its face carved in the image of Diesel 10... with one distinct difference... the carving is Adonis-like, with a disgusting grin on its face.

DIESEL 10
So, Fat Hatt's going away, and I've got good news for you Splodge.

SPLATTER & DODGE
Er... it's Splatter and... er... Dodge.

DIESEL 10
I ain't got time to say both names.

Splatter and Dodge look humble -- it's clear who's in charge.

DIESEL 10 (cont'd)
While the Boss...

SPLATTER & DODGE
Isn't that you?

(CONTINUED)

27 CONTINUED: 27

DIESEL 10
...the other one -- Fat Hatt -- is away, the cats -- that's us -- will play.

Splatter and Dodge are looking very confused.

DIESEL 10 (cont'd)
We're going to make life a misery for those steaming heaps of trash-on-wheels. This Island doesn't need them, it needs Diesels -- there's no use for steam engines these days -- they're history.

SPLATTER & DODGE
There's a little -- er -- teeny problem, boss.

DIESEL 10
If you're talking about Twinkle Toes and the blue Puffballs, I'll soon settle them with this. * *

At that moment Diesel 10 reveals his sinister attribute - a claw which now moves up over the top of his "head".

This demonstration turns into an undignified joke as he accidentally bangs himself on his "forehead". Diesel disappears fast.

SPLATTER & DODGE
(quietly to each other)
I don't think he meant to do that.

This is the understatement of the year.

MIX TO:

27AA EXT. SHINING TIME - STREET - DAY 27AA

P.T. Boomer is checking through a pile of 'Shining Times'. He stops at one - scribbled in the top corner are the words 'Burnett Stone - Muffle Mountain'. Boomer gives a satisfied smile as a young boy collects the pile of newspapers and cycles away.

Over this scene we hear...

(CONTINUED)

27AA

27AA CONTINUED:

STORYTELLER *
But in the Indian Valley, Boomer *
meant to find Burnett Stone. Billy *
was right to let Mr. Conductor leave - *
at least for now he was safe in the
Island of Sodor.

27A

27A EXT. SODOR - RAILYARD - DAY (FORMERLY SC. 30)

The aggrieved face of James. He is feeling claustrophobic and cross and is letting Thomas know it.

JAMES
Wobbly wheels.

THOMAS
You're just jealous, James.

27A CONTINUED: 27A

JAMES
(warming to his theme)
Puffy pistons. You shouldn't have collected Mr. Conductor -- I should have.

GORDON
(philosophically)
James is right, little Thomas. You don't understand -- collecting Mr. Conductor is an important job for important engines. Important is big and we are big engines. You are small so we should have him picked up.

THOMAS
Bossy sprockets.

Thomas is pushing some rebellious TRUCKS who are singing rudely at him. Thomas bumps them hard.

TOBY
Stop squabbling, all of you. Mr. Conductor will expect this railway to run like clockwork. Bumping railway trucks is not being Really Useful, Thomas.

THOMAS
Toby I know you're very wise but the trucks are very silly.

PERCY
Silence!

Thomas and the other engines look shocked.

HENRY
You can't say that, Percy. You can't say the word "silence" -- only Sir Topham Hatt is allowed to say that.

PERCY
Then
(beat)
be quiet and let's all get back to work.

THOMAS
Mr. Conductor says you can come out now James.

(CONTINUED)

27A CONTINUED: (2) 27A

All the engines get moving.

Thomas is taking his trucks. They're full of broken slate and grey stones. He's still huffy and puffy.

Splatter and Dodge are watching Thomas.

THOMAS (cont'd)
Little engines can do big things -- especially when they have nice blue paint like me.

Splatter and Dodge are noticing that HAROLD THE HELICOPTER is hovering high up in the sky and heading over to the dust-bowl of the quarry yard.

SPLATTER & DODGE
(to each other)
Just watch what happens when Harold the flopper chopper flies past here -- that blue puffball will get all dusty... Let's start laughing now! *

And they do -- in a really silly way.

Thomas passes fast forward -- nice shiny blue in the middle of the dust-bowl of the yard. Enter Harold overhead -- propellers swishing -- huge dust storm results -- outcome -- Thomas is smothered. Splatter and Dodge are delighted, but not for long -- first "pratfall" coming up -- they get smothered too.

SPLATTER & DODGE (cont'd)
Did you mean to look like that?

SPLATTER & DODGE
No.

SPLATTER & DODGE
Neither did I...

CUT TO:

28 EXT. SODOR - SIR TOPHAM HATT'S OFFICE - DAY 28

We establish the outside of Sir Topham Hatt's office.

29 INT. SODOR - SIR TOPHAM HATT'S OFFICE - DAY 29

CLOSE-UP: CLOCK TICKING ON WALL

29 CONTINUED: 29

This is a serious clock on a stern wall.

TILT DOWN from the clock to a serious desk.

Mr. C., upright and serious, too, is reading a letter. It is from Sir Topham Hatt.

VOICE OF SIR TOPHAM HATT
(or Mr. C. mimicking Sir. T.)
"Where were you? My wife said we couldn't miss our little holiday. Will telephone to make sure you have arrived." Signed, Sir Topham Hatt.

Bang on cue, the phone rings...

It's Sir Topham Hatt. As Mr. C. talks on the phone, his eyes occasionally go to the railway posters. The expressions on Sir Topham Hatt's face change each time.

MR. C.
(saluting; into phone)
Oh, good afternoon, Sir. A real honour, Sir, like my family before me... Watch out for Diesel -- definitely... keep an eye on Henry's health... certainly... Yes, Sir -- the three R's -- reading, writing, arithmetic. * * *

Then Mr. C. realizes what he has just said.

MR. C. (cont'd)
(embarrassed)
I mean... I will be responsible, reliable, really useful... goodbye, Sir. Yes, we'll all get a good night's sleep, ready for a hard day tomorrow.

He puts down the phone and sparkles out.

CUT TO:

30 OMITTED (MOVED TO SC. 27A) 30

31 EXT. SODOR - RAILWAY SHEDS - NIGHT 31 *

Night time at the sheds. Big harvest moon above them.

Suddenly we see Diesel 10 sidling up towards them.

The sheds are subject to repairs, too. Scaffolding is swinging loose from a ladder at one end.

Next we see the spooky claw-like piece of equipment extending out from Diesel 10. It's heading for the scaffolding.

31A INT. SODOR - RAILWAY SHEDS - NIGHT 31A

Mr. C. is revealed curled up beside Thomas in a hammock swung between two stanchions. He also has a mug, a tin saying "hot chocolate", and a large bag of sugar.

MR. C.
Mmmmm... There's nothing like a nice bedtime drink of hot chocolate.

Outside, the claw is preparing to hit the scaffolding.

Inside, Mr. C. spoons in some sugar.

MR. C. (cont'd)
Just a little sweeter, I think.

Outside is the evil grinning face of Diesel 10. There is a huge bang and the scaffolding comes crashing down.

DIESEL 10
You're not wanted here.

The other engines are all looking shocked and/or terrified.

MR. C.
Oh yes I am.

DIESEL 10
Let me make myself quite clear.

With that, Diesel 10's claw comes for the kill.

31A CONTINUED: 31A

Instinctively, Mr. C. blows his whistle (he wears it, even at bedtime). As he finds it, he says:

MR. C.
You can't catch me, Diesel...

But nothing happens... he doesn't sparkle.

Diesel's evil grin grows wider.

DIESEL 10
Losing your sparkle, eh?... What perfect timing.

In the middle of a pending crisis, quick-thinking Mr. C. grabs the bag of sugar.

He holds it in front of Diesel 10 as if it were a cross before the Devil.

MR. C.
Sugar, Diesel -- if I throw this in your tank, it'll seize you up for good.

We can tell by the horrified look on Diesel 10's face that he knows Mr. C. is right.

He starts to back away. But not without a warning.

DIESEL 10
Make the most of tonight, Twinkle Toes, because you won't like tomorrow -- neither will that line of tin kettles.

And with that threat, Diesel 10 slides into the darkness.

Mr. C. pulls himself together and climbs back into his hammock. He washes his hands of Diesel. He's cool.

THOMAS
Mr. Conductor... but what happened to your sparkle?

MR. C.
(examining his whistle)
I don't know but I can't come and go without it, Thomas. I'll just have to sleep on it.

THOMAS
On your sparkle? *

(CONTINUED)

31A CONTINUED: (2) 31A

MR. C.
No, Thomas -- on the problem of what's happened to it.

Thomas, still looking a little puzzled, closes his eyes.

MIX TO:

32 EXT./INT. SODOR - RAILWAY SHEDS - NIGHT 32

Mr. C. asleep. He's dreaming and murmuring. *

MR. C.
Sparkle... gold dust... magic... railroad... buffers... *

The noise startles Percy, who wakes up in time to hear the word "buffers" too, and then goes to sleep again. We move in slowly on Mr. C. This is accompanied by Mr. C. voice-over: * *

MR. C. (V.O.) (cont'd) *
The family told me... as long as there's a railroad, there will be energy... as long as there is gold dust... there will be harmony... the family told me... we have made sure that our railroad is safe... * we have made sure that our gold dust will last forever... you will never have to worry... *

*
*
*

CUT TO:

32A OMITTED 32A*

*

32B OMITTED 32B*

32C EXT. SHINING TIME SQUARE [DREAM] - DAY 32C

Stacy is standing, desolate, where the juggler used to be. She calls out.

STACY
Mr. C! Mr. C! Why aren't you here? Why couldn't you travel anymore to the Island of Sodor...? Or back home to us in Shining Time? The magic is all gone.

We pan down to see "The Shining Times" blowing down the street.

32D INT. SODOR - RAILWAY SHEDS - NIGHT (FORMERLY SC. 42) 32D

Mr. C. wakes up very shocked.

MR. C.
My universe is in danger -- I've got to find more gold dust -- What's going wrong with our railroad, and why...? *

CUT TO: *

33 EXT. MUFFLE MTN - BURNETT'S WORKSHOP - NIGHT 33

Burnett's workshop on the mountain -- it is between the top of the mountain and his house, nestled at the foot of it. Its entrance is through an abandoned mine shaft.

STORYTELLER [LILY, ADULT] (V.O.)
Mr. Conductor had no way of knowing that far away -- in a workshop on Muffle Mountain -- Lily's Grandpa Burnett Stone could answer that question... if only he could remember how. * *

34 INT. MUFFLE MTN - GRANDPA'S WORKSHOP - NIGHT 34

As we go from outside this scene to inside, we see BURNETT STONE. He is upright, strong, good-looking, and we can tell that he would still have the capability of handling a train. But his face is etched with sadness and closed in.

He is studying a painting of an engine -- we will come to know her as LADY and he is working on the letters -- L.A.D.Y.

There is a glow in the corner of the workshop indicating the possibility of another presence just out of sight.

BURNETT
(looking at the painting)
I know that if you can survive, so will this valley, but I'm sorry I don't seem to understand about magic anymore, and I seem to be losing my will to try -- my childhood seems so long ago.

He moves to his train set and we hear the voice of Burnett as a child.

BURNETT [AS A CHILD] (V.O.)
Tasha, the Conductor family has a little engine that lives in the mountain. She has her own railroad that has wonderful energy because of her. The man with the sparkle took me to the land of talking trains, and said that one day, one of his family would return. He's chosen me to take care of their engine. He told me "guard her well, young Burnett". *

DISSOLVE TO:

35 OMITTED 35
AND AND
36 36

37 OMITTED 37 *

37A INT. BURNETT'S WORKSHOP - [PRESENT] - NIGHT 37A

We are back in the present, inside Burnett's workshop, as he looks once more at the painting.

BURNETT
(with sorrow)
But I didn't guard you well.

Burnett leaves the shot and we stay on the painting of Lady, as the light fades out.

A38 EXT. BURNETT'S WORKSHOP - NIGHT - A BIG MOON A38

Burnett leaves the workshop and starts walking down the mountain.

38 EXT. SHINING TIME - BURNETT'S HOUSE - GATE - NIGHT 38

As Burnett reaches his house, suddenly he is blinded by a bright light. It comes from the headlamps on Boomer's bike. Boomer is spying on him through the trees, and moves in to confront Burnett.

BOOMER
(in the darkness)
So, we meet again, Burnett Stone, -
aren't you surprised to see me?

BURNETT
(steadily and quietly)
Not really Boomer, I knew you'd
come back someday.

(CONTINUED)

38 CONTINUED: 38

BOOMER
(stepping into the light)
Where's that engine?

BURNETT
I'll never tell you that --

BOOMER
Then I'll just have to level this mountain. And why not - after all - skyscrapers and parking lots make money not magic. It's money that makes you happy. Magic can make a man unhappy, don't you agree? Look what it's done to you Burnett - who needs it - not you not me. *

Burnett continues to give Boomer a steady, defiant gaze. He determinedly goes inside his house and shuts the door. Boomer calls after him. He's frustrated that Burnett refuses to be provoked.

BOOMER (cont'd)
I'll be back, Burnett Stone. I found you -- now I'll find that engine.

Boomer drives away on his motorbike.

CUT TO:

39 INT. SHINING TIME - BURNETT'S HOUSE - NIGHT 39

CLOSE UP: Burnett coming to his bookshelf. He takes down a book and opens it - "The Romance of Railroading"

CUT TO:

39A EXT. TREES ABOVE BURNETT'S COTTAGE - NIGHT 39A

Boomer is creeping through the trees, gazing down at the cottage -- stalking out his prey.

40 THRU 42 OMITTED 40 THRU 42

43 INT. BIG CITY - TRAIN STATION - DAY 43

SONG: "GIRL IN GREEN" (TBA)

It's daytime in a thick sea of moving knees and legs -- suddenly we see a glimpse of green amongst the grey and grit -- rushing people --and tumbling feet -- and there, in the middle of it all, is Lily.

And there is Mutt -- in a hurry and on a mission. He is maneuvering his way amongst the crowd.

STORYTELLER [LILY, ADULT] (V.O.)
At the Big City Station, Mutt was searching everywhere for Lily amongst all the crowds. He sensed the threat to Mr. Conductor's universe, and that -- like her Grandpa -- Lily could help overcome it. Lily was going to her Grandpa's house at Muffle Mountain, but Mutt needed her to come to Shining Time first. That's what his instinct told him. * * *

Lily has a knapsack on her back. The bird is tucked in the top of it.

Everyone is jostling.

The inside of the station is filled with the sound of announcements.

STATION ANNOUNCER (V.O.)
The train for Muffle Mountain will depart from Track 3. Last stop, Muffle Mountain. The train for Shining Time will depart from Track 4.

Lily is dashing everywhere, looking for Track 3.

Then Mutt appears right in front of her -- he's picked the time.

It's now.

LILY
I don't suppose you know where Track 3 is, do you?

"Follow me" he seems to be urging.

His tail is wagging and he turns -- getting it across to her: "I know where I'm going".

Mutt's friendly face reassures Lily.

LILY (cont'd)
You do? Do you want me to follow you? Oh, why not!

And she decides to trust her instincts and follow Mutt.

44 INT. BIG CITY - TRAIN STATION - PLATFORM - DAY 44

Down onto the platform.

She doesn't look up but we do. She's on Track 4, not 3.

She hesitates for a split second, then --

She's up into the train and it's away. It is The Rainbow Sun.

We see Mutt leap into the last carriage at the back of the train.

CUT TO:

45 INT. RAINBOW SUN - COACH - DAY 45

Lily on the train with the Bluebird sitting on her lap. Everyone is busy talking on cell phones and working on laptops.

LILY
(whispering)
So here we are on our way to Muffle Mountain, Bluebird... We've been there once before when I was really little, remember? But I wish that we were going to some place different, don't you...? There are so many places in the world to see... I'd like to go to the most magical one of all.

FADE TO:

46 EXT. SODOR - RAILWAY SHEDS - DAY 46

We hear a scratching sound and then we see a CLOSE-UP of Mr. C.

We pull back a little further to reveal a push brush. Mr. C. is holding it and scratching the nose of James, whose face is showing smug satisfaction. Mr. C. is clearly finding this task a struggle, and grows visibly weaker.

MR. C.
There, James -- tickle all gone?

James gives a happy "peep-peep".

*

46 CONTINUED: (2) 46

JAMES *
Well, no, Mr. Conductor. You've *
been scratching my nose for ten *
minutes and it's still itching... *
You just don't seem yourself at
all.
(genuinely concerned) *
Why are you so tired? Diesel says *
red is a really tiring colour. Is
it because I'm red?

MR. C.
(kindly)
No, James, of course not. I think *
red is bright and cheerful -- like me --
and my sparkle -- well, we were, and
must be again.... I'm sorry James. *
I have to search for something
important. Now off you go to work *
please.

James puffs away.

MR. C. (cont'd)
What's become of me? *

He blows his whistle.

*

He sparkles out -- very slowly indeed, and we see his reaction *
to the slow sparkling-out of his body. He sighs heavily. *

47 OMITTED 47

(CONTINUED)

47A AND 47B OMITTED 47A AND 47B

47C EXT. SODOR - RIVERBANK - DAY (FORMERLY SC. 49D) 47C

We see a chunk of gravel being thrown towards the camera, then we see one hand, then the other and a very weary MR. C. clambers up behind them.

MR. C.
What happened... where's the windmill? That's where I'm supposed to be -- I'm completely losing my sense of direction.

Mr. C. blows his whistle and tries to sparkle out, but nothing happens. He realizes that this is the defining moment.

MR. C. (cont'd)
Now my gold dust really is all gone. * If I can't find the source for making more, I know how bad the consequences will be -- I saw them in my dream last night. My family never really told me what to do in a gold dust crisis. They only said 'if you forget the clue, the windmill will * remind you'. But what is the clue - * I've got to remember it.

47D EXT. SODOR - COUNTRYSIDE/RAIL LINES - DAY (FORMERLY SC 49C) 47D

Thomas is with Toby, Gordon, James, and Henry.

GORDON
So what are we going to do now, little Thomas? Mr. Conductor's lost his sparkle and now he's gone and left us too.

JAMES
(hysterically)
Diesel will destroy us. We need help -- who's going to give it to us?

HENRY
I can't at the moment. I think I am getting a cold.

47D CONTINUED: 47D

TOBY
We'll help each other. That's what the Sir Topham Hatt would expect.

GORDON
Pity he went away in the first place.

Thomas gives a huge sneeze.

JAMES
(more hysterical still)
Oh no... now Thomas is getting ill, too... oh no...

TOBY
Be quiet James.

THOMAS
I've still got a dusty funnel, that's all. Now I have to find Mr. Conductor again before Diesel does.

CUT TO:

48 EXT. SODOR - RAILWAY - DAY 48

Thomas swooshes past, wheel-to-wheel with BERTIE, who is travelling on a parallel road. Bertie is a red bus who likes to go fast, and believes, in a good-natured way, that he can give any engine a run for its wheels. James puffs by on the other line.

BERTIE
How about a race today, Thomas?

THOMAS
Sorry Bertie, I can't -- I have to be a really useful engine for Mr. Conductor. Goodbye.

49 OMITTED 49
THRU THRU
49C 49C

50 OMITTED 50
AND AND
51 51

51A EXT. SODOR - RIVERBANK - DAY 51A

A couple of celery sticks and a carrot are lying on the riverbank, with a note beside them.

MR. C.
Clues... clues to the source of my gold dust.

He hears a rustling noise, then he spots the little note with some scrawly writing on it, beside the celery and carrots.

MR. C. (cont'd)
(reads)
'I noticed you left your thinking cap behind. Try these instead. They're good for the brain. Have a nice day. Rabbit'
(chewing)
How very thoughtful... mountain... smile... baby... What else? Boat... no... stoke... yes... curls... That's not right. Surely there must be someone else in the family who still has lots of gold dust.

A light bulb goes on. He suddenly has an idea.

MR. C. (cont'd)
I have to find a bellflower. I need to make a call.

A shaky Mr. C. starts searching amidst the undergrowth. He passes a poster of Sir Topham Hatt looking grim, and Mr. C. speeds up past it -- straightening his hat in the process.

(CONTINUED)

51A CONTINUED: 51A

He grabs a bellflower and shakes the "telephone mouthpiece" in frustration as we all do at times -- in his case, however, it's a bellflower.

MR. C. (cont'd)
Are you there?

We hear the sounds of real funky music -- echoes of Beach Boys, but with a new spin -- it's the...

SONG - "SUMMER SUNDAE"

52 EXT. SOMEWHERE IN THE WORLD - BEACH - DAY 52

A scene of beach perfection -- sand, sea, palm trees -- totally deserted -- well, not quite.

There's the ultimate beach bum -- the quintessential surfer waiting for the perfect wave... with one difference.

He's 18 inches tall, he's MR. C. JUNIOR -- cousin of Mr. C. Senior. And he's Scottish.

And where is he?

Right where that tiny deck chair is with an umbrella beside it. Right where the snoring is triggering Junior to blow his whistle and sparkle in and out.

Right where that multi-coloured T-shirt and red bandanna is, with the neon sunglasses and the personal stereo set, and the automatic soft-drink maker within hands-reach, with the bright flashing buttons and instant choice of favourite flavour.

Have we spotted everything?

Oh, and a seashell to the left of him. This seems to be making gurgling noises.

Junior, aged about 20, gorgeous, every kid's idea of a perfect hero (or will be), vulnerable and right now, way, way too lazy, is enjoying another day of pure pleasure.

He sparkles a few times just for the fun of it. He fixes his favourite drink -- a summer sundae -- and casually pushes the seashell towards him as he hears it ring. *

JUNIOR *
Oh -- that's my shell phone. *

CUT TO:

53 EXT. BEACH - DAY 53

The seashell -- now we can hear Mr. C. Senior.

INTERCUT WITH:

54 EXT. SODOR - UNDERGROWTH - DAY 54

MR. C.
Junior, Junior -- where are you?

Junior lies back down in his deck chair -- he needs to be cooler, much cooler.

JUNIOR
Hi cousin. I'm in paradise.

Junior takes another sip of his drink.

JUNIOR (cont'd)
I just got on Cloud 9 and here I am.

MR. C.
(cough, cough)
Well, well...

JUNIOR
What's the matter? Do you need a drink of water? Here you are.

He squirts water down the seashell and it comes out of the bellflower.

MR. C.
If you want to do that, please aim straight. Now listen, Junior. I've run out of gold dust and because of that I'm losing my energy too. The universe of The Conductor Family is in jeopardy. You've got to come to The Island of Sodor now.

JUNIOR
Now -- but I'm waiting for the perfect wave.

MR. C.
No, you're not, you're coming here.

JUNIOR
Okay -- how?

(CONTINUED)

54 CONTINUED: 54

MR. C.
(exasperated)
On our railroad, that's how -- you know that. You have to help me find the source of all our family's gold dust.

JUNIOR
Source? What is the source? *

MR. C.
That's the trouble, Junior. I haven't a clue!

JUNIOR
You haven't got a clue -- and I've * used up most of my gold dust too. *

MR. C.
(wearing a "Can you believe this?" expression)
What!... Then go to Shining Time Station first. And in my signal house -- in the box under the stairs is my whistle with the last supply. Please take care of it, Junior. And don't talk to anyone about the buffers.

There's a crackling sound.

JUNIOR
Which buffers? Hallo. Hallo. * This is a very bad connection. *

MR. C.
Just hurry up and get here Junior. The universe of the Conductor family is in jeopardy. I'm counting on you.

JUNIOR *
This shell phone's not working * properly. I'd like my money back. *

Now the bellflower has wilted and Mr. C. is gone.

Junior takes a last sip of his drink, a last look at the rays of the sun, and starts packing up.

MIX TO:

55 INT. RAINBOW SUN COACH (TRAV.) - MUFFLE MTN. STATION - DAY 55

Lily on the Rainbow Sun. The train is slowing down, but keeps on going.

LILY
This must be Muffle Mountain
(beat)
but the train isn't stopping -- so
it can't be.

The carriage is empty except for Lily. As the train continues through the station we see -- but Lily doesn't -- Burnett in a telephone booth on the platform.

(CONTINUED)

55 CONTINUED: (2) 55

It's an image reflected in her carriage window.

56 EXT. MUFFLE MTN. STN. PLATFORM - TELEPHONE BOOTH - DAY 56

The telephone booth and Burnett, in conversation. He is holding a train schedule.

BURNETT
Lily wasn't on the Muffle Mountain train and this one goes straight to Shining Time... Yes, Stacy... let me know if you see her -- I'd appreciate it.

As Burnett Stone walks down the platform we turn to find Boomer in the telephone booth examining the train schedule that Burnett has left there. Boomer smiles sardonically after the departing Burnett as he meticulousy shreds the schedule, scattering its pieces across the platform.

57 EXT./INT. COUNTRYSIDE/RAINBOW SUN COACH (TRAV.) - DAY 57

The carriage is silent.

Lily looks out the window and sees a boy on a white horse racing the train. It's Patch.

She takes out a photograph and looks at it. It is of Burnett and Tasha at a school dance. Another boy (Boomer) is in the background.

LILY
(reflective, to bluebird)
I like this picture. I remember Grandpa saying Grandma Tasha's dress was as red as the apples on a summer apple tree. But that other boy Grandpa said was really nasty. His name was Boomer. *

Then Lily starts playing her harmonica to break the silence -- she picks up the rhythm of the train wheels -- she's really good... but... the silence still overwhelms her playing.

She's getting nervous.

(CONTINUED)

57 CONTINUED: 57

LILY (cont'd)
(murmuring to herself)
I want to go home, I miss Mom --
and I don't want a baby brother or
sister.
(MORE)

57 CONTINUED: (2) 57

LILY (cont'd)
(she cuddles Bluebird)
But I'm glad I've got you, Bluebird - it's very quiet isn't it. Do you really think we know where this journey is taking us?

FADE TO:

58 OMITTED 58

59 OMITTED (MOVED TO SC. 66A) 59 *

60 OMITTED 60

61 EXT. SHINING TIME - MUFFLE MOUNTAIN - DAY 61

We see Patch ride into sight. He is travelling round a mountain path. He and we hear the sound of digging and falling rock. Moments later, the horse rears up, very frightened.

*

PATCH
That's the stranger. I'd better tell Billy!

Boomer drags the beautiful mountain bush out of the ground and hurls it down the mountainside.

Patch rides on, looking back once or twice, but his horse isn't happy until Boomer is out of sight.

62 EXT./INT. RAINBOW SUN COACH (TRAV.)/SH.TIME STATION- DAY 62

On The Rainbow Sun, Lily looks out the window -- the train is stopping now.

As she looks out the window, Lily sees the station sign.

62 CONTINUED: 62

LILY
(completely bewildered)
Shining Time? What does that mean?

Mutt is now barking and pouncing all four paws on the platform.

LILY (cont'd)
Do you want me to get off here?

Mutt barks again -- more and more agitated -- so Lily does so. He's leading her along the platform. We see a twirling hat and pull out to see a bored porter. Some litter is blowing along the platform -- and around the sign for Shining Time. Billy is handing over the train to a railroad worker for cleaning.

CUT TO:

62A EXT. SHINING TIME STATION - PLATFORM - DAY 62A

Billy is passing the bouquet tree and notices something. He fingers its leaves. Then he hears Stacy's voice. She comes out onto the platform and hands him his map.

STACY
(worried)
Oh, Billy, here's your map. I found it lying on the platform. Be careful - I think that Boomer might find it useful. * *

Billy starts to examine the map and is then interrupted by Patch calling out to him as he rides up on his horse.

PATCH (V.O.)
Mr. Twofeathers. Mr. Twofeathers.

PAN TO:

63 EXT. SHINING TIME STATION - NEARBY MEADOW - DAY 63

Billy joins Patch in the meadow that lies next to Shining Time Station.

PATCH
(agitated)
Mr. Twofeathers, I've seen the stranger and he looks like he's trying to destroy the mountain. He frightened my horse.

(CONTINUED)

63 CONTINUED: 63

Patch has now tethered his horse to a tractor, left in the middle of the meadow.

BILLY
Thank you for telling me, Patch. I'm sorry your horse was frightened.

PATCH
What's Boomer looking for, Mr. Twofeathers? *

BILLY
He wants to settle an old fight with Burnett Stone... I think it's about an engine -- I think that's what he's looking for -- He also wants to make a ton of money without a care for the damage he'll do in the process. *

PATCH
(beat)
Could the engine have something to do with the shadowy lines on your map?

BILLY
Yes she could and she could have something to do with why this has always been such a peaceful homeland.

Then Billy looks out over the meadow.

Everywhere is still. It's late afternoon. The meadow is drenched with light.

Although it's filled with flowers and grasses, if you look as Patch looks, there are two almost imperceptible thin straight lines where no flowers are growing.

PATCH
Mr. Twofeathers -- why are no flowers growing in the middle of this meadow? I've never noticed that before.

BILLY
If we knew the answer to that question, Patch, we'd be able to understand the mystery of this valley.

63 CONTINUED: (2) 63

A gentle wind is blowing the grasses backwards and forwards, giving a shimmering effect to the lines where no flowers grow. It reminds us of the effect in the sky that Lily noticed in the Big City.

PATCH
Those lines almost look like the lines on your map, but maybe it's just the light playing tricks.

BILLY
Maybe...

We look again across the meadow -- and a cold wind drifts through the grasses.

Our eyes -- like Billy's -- discover Boomer, who is gazing back across the meadow. It's a threatening sight.

BILLY (cont'd)
But Patch, this valley is suffering and a way has to be found to make it better again. Otherwise Boomer will make a bad situation worse -- he likes to exploit the vulnerable.

PATCH *
Okay, Mr. Twofeathers. Goodbye. *

We take in too, the crossroads where, at the beginning of our story, there had been families and cars. Now there are individuals, and two cars that do not stop for each other -- symbolically, a sense of community seems to be vanishing. The sign on the ice cream car is swinging with no one there. There's no juggler-- just his 'bats', and when Billy looks across the meadow again, Boomer is gone.

Billy shivers and goes towards the station as Patch rides away...

64 OMITTED 64

65 INT. SHINING TIME STATION - DAY 65

Lily is now inside Shining Time Station. She is looking around confused, and then sits down in bewilderment with Mutt beside her.

LILY
What is this place -- where is everyone?
(MORE)

(CONTINUED)

65 CONTINUED: 65

LILY (cont'd)
(to Mutt)
What have you brought me here for?

Before Mutt can respond, the silence is broken by a bunch of noises and remarks. They seem to be coming from the mural. Suddenly a light goes on in the signal house window.

Lily is clearly pleased with her situation -- it's all noisy again!

It's Mr. C. Junior, responding to the call and arriving for duty. We hear him before we see him. Lily goes up to the mural and starts investigating it.

JUNIOR (V.O.)
I do not want to do this... I don't know how to do this... Who does cuz think I am, Houdini...?

Lily knocks on his little red door. *

JUNIOR (cont'd) *
Hi, who's that? *

Then there is a big sparkle. Lily jumps back and Junior appears right in front of the little red-painted door, coughing and brushing gold dust off his clothes. Mutt goes up to greet Junior.

JUNIOR (cont'd)
Oh man, this is too much -- got to get more gold dust, got to get to the Island...

He is looking adorably dishevelled in his conductor's uniform sans hat, but with a nifty bandanna around his neck.

He sees Lily.

JUNIOR (cont'd)
Hi -- who are you?

LILY
(taking this in her stride)
I'm Lily. Who are you?

JUNIOR
C. Junior. Did I drop some sunglasses as I came in?

Lily shrugs "I don't know".

Junior is trying to turn the knob in the little red door. Nothing happens.

(CONTINUED)

65 CONTINUED: (2) 65

LILY
Here -- try this.

She tries to open the door with the side of her ticket.

LILY (cont'd)
I'm always losing my key at home.

She can't get the little red door to open, either.

LILY (cont'd)
It usually works.

JUNIOR
Well, I might as well use up more of this stuff. See you, Lily.

He sparkles out, and as he does so, some gold dust falls on the ledge.

Lily is peering through the little painted window and then spots the gold dust.

LILY
(to herself)
But, what is this stuff?

Stacy interrupts her just as Billy is coming out of his workshop.

STACY
Are you... Lily?

Startled, Lily turns and nods. Stacy is clearly relieved.

STACY (cont'd)
Oh, your Grandpa's very upset. You got the wrong train. I'm Stacy Jones, the manager here. I'd better take you back to Muffle Mountain. Billy, the trains are all late today. I've had to redo the schedule. There seems to have been so many problems since Mr. C. left.

Mutt comes bounding across the station to greet Billy.

BILLY
Hello, buddy.

(CONTINUED)

65 CONTINUED: (3) 65

LILY
(pointing to Mutt)
Is this your dog? Is this where he lives? He came all the way from the city with me -- he's the reason I'm here. I followed him onto the wrong train. *

STACY
Billy -- this is Burnett Stone's grand-daughter, Lily. *

Billy is mentally putting the pieces together.

BILLY
Howdy --
(MORE)

65 CONTINUED: (4) 65

BILLY (cont'd)
(then, to Mutt)
So what's this all about, Mutt?

Crash -- the noise comes from the other side of the painting.

LILY
(excited)
That's Junior -- the little man who lives in the wall. Do you know him?
(then realizes)
I mean...

BILLY/STACY
Uh-huh... Junior! What's he doing here?

BILLY
It's been a while since he's been here.

STACY
Come on Lily.
(turns to Billy)
I'll drive her to Burnett.

BILLY
Good idea. I'll fix the schedule.

Lily looks longingly at the window again. She taps on it, gives a little wave, and then follows Stacy out.

LILY
What does Shining Time mean?

STACY
It's an old railroad expression. Shining Time is when the train starts and the wheels spin. It's the beginning of a journey.

LILY
Stacy -- I don't think I did get the wrong train. I think I got the right one, and I think I'm beginning to find out why.

As they exit the station a mother is collecting her little girl, who gives the baby her mother is holding a little kiss.

(CONTINUED)

65 CONTINUED: (5) 65

This registers with Lily, who turns her head a second time to look at them before exiting.

CUT TO:

66 INT. SHINING TIME STATION - MURAL - DUSK 66

There is a loud crash from behind the door on the mural. This brings Mutt to the mural.

JUNIOR (V.O.)
(muffled, from behind the painting)
What's that doing there? ....Hmmmm, nice bed.
(MORE)

(CONTINUED)

66 CONTINUED: 66

JUNIOR (V.O.) (cont'd)
Now before I tackle the big job of rescuing my cuz, I'll have a little rest and then I'll be all ready for action.

The lights go out and there is a loud snore. Mutt yawns - he just can't help himself and we. . .

MIX TO:

66A EXT. SODOR - LITTLE BUSH BY THE TRACK - DAY (FORM. SC. 59) 66A

Mr. Conductor -- curling up under a little tree by the track. *

MR. C.
Thomas... Thomas is that you? *

At that moment Thomas is coming over the bridge.

THOMAS
I can't see Mr. Conductor anywhere.

MR. C. *
(calling out weakly) *
Thomas... Thomas... *

THOMAS *
(not hearing him)
Maybe he has sparkled out and can't come back again... Oh dearie dearie me...

Thomas disappears around the corner. *

MR. C.
Oh, Thomas... I knew you'd try your * best to find me, and now I'm too * weak for you to hear. How can I * possibly say that I'm Really Useful * now? *
(takes off hat and jacket)

MIX TO:

67 OMITTED 67

A68 EXT. STACY'S CAR - PASSBY - STONE BRIDGE A68

68 INT. STACY'S CAR - NEAR CROSSROADS - TRAVELLING - DUSK 68

The top of Lily's hair blowing in the wind as she drives along with Stacy. They are following a road that runs towards a lake with Muffle Mountain in the distance.

Lily is showing Stacy one of her photographs.

LILY
Stacy -- did you know my Grandma?

STACY
My mother did... She was a wonderful dancer, and Billy says that Burnett was once the finest railroad engineer in the valley. I wish...

But Lily interrupts her.

LILY
There's Grandpa -- who's that arguing with him?

She and we notice two men arguing at the crossroads ahead of them.

WHIP PAN TO:

ALTERNATE DIALOGUE FOR SCENE 68 *

LILY (V.O.) *
Stacy, did you know my Grandma? *

STACY (V.O.) *
My mother did... she said Tasha was *
a wonderful dancer, and Billy says *
that Burnett was once the finest *
railroad engineer in the valley. *

LILY (V.O.) *
I think Grandpa liked to call Grandma *
'Lady'. *

STACY (V.O.) *
Lady? *

LILY (V.O.) *
Yes, I heard him say that name -- *
when they were talking. *

(CONTINUED)

68 CONTINUED: 68

STACY (V.O.) *
Well -- he certainly loved her -- *
my mother said your Grandpa had *
three passions in his life... Tasha, *
trains, and this valley.... I wish... *

69 EXT. SHINING TIME - CROSSROADS - DUSK 69

Burnett and Boomer confront each other.

P.T. BOOMER
Now you listen to me, Burnett Stone, and you listen to me good... That engine, she's in that mountain, isn't she?

BURNETT
Even if she were, she'd be no good to you now.

BOOMER
You're wrong, Burnett Stone. Just like you're always wrong. She'd be good for one thing - scrap.

Then Boomer leaps on his bike and roars into the darkness as Stacy and Lily get out of the car at the crossroads.

CUT TO:

70 EXT. CROSSROADS - DUSK 70

Stacy and Lily are walking over to Burnett.

LILY
Who was that man with Grandpa?

STACY
(slightly preoccupied)
A man who doesn't like beauty.
(beat)
Lily, could I borrow that photograph? I promise to take care of it.

Lily hands it to her.

Everywhere is suddenly very still and silent. This unnerves Lily.

BURNETT
Lily.

LILY
Grandpa.

STACY
Good evening, Burnett.

(CONTINUED)

70 CONTINUED: 70

BURNETT
Goodnight, Stacy... and thank you.

Stacy starts up her car again.

LILY
You said "I wish", Stacy.

STACY
I wish...? Oh yes, I wish -- you'd come back and see us tomorrow -- if your Grandpa will let you.

Then Stacy is gone and the silence is even louder.

Lily doesn't like the silence. She's desperate to communicate with Burnett -- surely, she can trust him.

Burnett is securing some pieces of equipment that have slipped in the back of the pick-up truck.

LILY
Grandpa, I saw this really cool guy at the station -- really little and kind of...
(her voice trailing off)
... golden.

Silence.

LILY (cont'd)
Can you believe that?

They are now getting in the truck. *

BURNETT
I used to believe that, but now I only believe what I see.

The truck door shuts. So does the conversation. *

71 OMITTED 71

71A EXT. - TRUCK DRIVES BY 71A*

72 EXT. SHINING TIME - BURNETT'S HOUSE - DUSK 72

Burnett and Lily drive up to a small house with an apple tree outside. The house is at the foot of the mountain on the other side of the valley.

(CONTINUED)

72 CONTINUED: 72

Every window is shuttered.

MIX TO:

72A INT. TRUCK 72A

Burnett and Lily share an uncomfortable moment of silence before getting out of the truck. *

73 INT. SHINING TIME - BURNETT'S HOUSE - NIGHT 73

Lily at the supper table with Burnett. She looks around the room. There are no photographs, just marks on the walls where they used to be.

LILY
Grandpa, don't you like photographs anymore?

BURNETT
No.

Silence. Then --

LILY
Why don't you live in the valley?

BURNETT
Because I don't like trains.

LILY
But the trains come to Muffle Mountain.

BURNETT
To the other side of the mountain. This side there's neither sight nor sound of them.

Silence. Then --

LILY
Are you sure you don't like trains, Grandpa?

BURNETT
I'm sure.

Lily is about to say something else. Then decides against it. She stands up and gets something out of her pocket. It's the friendship bracelet.

(CONTINUED)

73 CONTINUED: 73

LILY
Here Grandpa -- this is for you. *
It's a friendship bracelet. I made *
it -- I hope it fits.

She goes to put it on her Grandpa's wrist but he stops her.

73 CONTINUED: (2) 73

BURNETT
Thank you Lily, I'll do it.

Lily picks up the dishes, disappointed.

When she's left the room the bracelet is still on the table.

Burnett gets up and goes over to his turntable. Beside it is a photograph of a beautiful young woman (Tasha). We hear the lilting sounds of a beautiful waltz.

SONG - TBA *

Burnett is listening to this song in his shuttered room.

FLASH CUT TO:

74 EXT. SHINING TIME - BURNETT'S GARDEN [DREAM] - DAY 74

Black-and-white images of a young man and woman dancing together in the sunlight. We recognize the place as being underneath the apple tree in Burnett's garden long ago.

As this sequence ends, Burnett is facing Tasha, takes her hand, and kisses it.

MIX TO:

75 INT. SHINING TIME - BURNETT'S HOUSE [PRESENT-DAY] - NIGHT 75

Burnett is with us, but Tasha is gone. He takes the photograph and holds it to his face. The door is ajar and Lily is listening and looking at her Grandpa. He looks up.

LILY
(gently)
That's Grandma's favourite song.

BURNETT
(quietly but not unkindly)
Go to bed, Lily.

And he puts the photograph down. Lily goes into the bedroom and closes the door.

MIX TO:

76 EXT./INT. SH. TIME - BURNETT'S HOUSE - LILY'S ROOM - NIGHT 76

*

(CONTINUED)

76 CONTINUED: 76

Lily is in bed.

She gets out to go to the window and opens the shutters just a tad.

76A EXT. SHINING TIME - NIGHT 76A

Lily's POV of the mountain. We -- like her -- gradually hear something...

It's the sound of a train engine's whistle.

Lily is filled with curiosity and puzzlement.

CUT TO:

77 EXT. MUFFLE MOUNTAINSIDE - LUNGING ARENA - NIGHT 77

Patch is outside, lunging his horse.

Suddenly he, too, hears the sound of a train whistle echoing all around him. Patch hugs his horse -- in excited enjoyment not fear.

78 EXT./INT. SH. TIME - BURNETT'S HOUSE - LILY'S ROOM - NIGHT 78

Then we move slowly back to Lily's window and hear her voice murmuring to herself. *

LILY *
How come I can hear a train engine *
whistle in the valley if the mountain
is supposed to muffle the sound of
the trains from the other side?

*

*

CUT TO:

79 INT. SHINING TIME - BURNETT'S HOUSE - NIGHT 79

CLOSE UP: Burnett, taking in a deep breath, seems to be deep * in thought as he quietly stokes up the fire in his room. *

CUT TO:

80 OMITTED (MOVED TO 81AA) 80

81 EXT. SHINING TIME STATION PLATFORM - NIGHT 81

Stacy and Billy are sitting on a bench with Mutt between them. The moon is full close by.

Stacy is showing Billy the school photo that Lily lent her.

STACY
I've been wondering about this photo ever since Lily showed it to me. *

BILLY
...Burnett and Boomer had a big quarrel about an engine -- then Boomer left town. And we never saw him again... till now.

STACY
Did you ever see the engine?

BILLY
No, never -- but I believe she was -- is, if she still exists -- important to Burnett and to this valley. Burnett had three passions in his life -- Tasha, trains, and this valley.

STACY
(beat)
Billy -- when Mr. Conductor blows his whistle for his sparkles - I've taken it for granted that's all he needs to get to the Island of Sodor - but maybe he also uses a secret railroad.

Billy stays quiet, so Stacy decides to continue.

STACY (cont'd)
...And maybe the beauty that we know is all around us is because of the gold dust and because of the railroad... and that the mysterious engine is connected to all of this somehow.

Suddenly Stacy notices the bouquet tree.

(CONTINUED)

81 CONTINUED: 81

STACY (cont'd)
(shocked)
Billy -- look at the bouquet tree -- it's losing its blossoms and it's much too early for that.

Billy gets up.

BILLY
Yes it is -- much too early,
(then getting himself together)
but right now Mutt needs his supper -- I'd better be on my way. Good night, Stacy.

STACY
Good night, Billy.

We leave Stacy looking at the photo together with the painting of Burnett as a little boy.

She seems to be making up her mind about something.

81AA EXT. SHINING TIME - MUFFLE MOUNTAIN - NIGHT (FORMERLY SC.80) 81AA

Boomer, frantically using a noisy mechanical digger -- caring only to get at the mountain. *

CUT TO:

81A EXT. WATERMILL LINE - NIGHT 81A

Percy puffs along with his mail train. We see a switch move - which sends him down the wrong track. *

81B EXT. LIGHTHOUSE LINE - NIGHT 81B

And Thomas steams on his journey too, pulling his mail train along by the shimmering sea.

82 EXT. SODOR - RAILYARDS - NIGHT 82

Thomas and Percy on their routes come together at a junction. *

Unknown to the engines, Diesel 10 is resting in a shed adjacent to the platform.

(CONTINUED)

82 CONTINUED: 82

He can see and hear everything, too, through the splintered wood.

Toby is puffing slowly and quietly in from the other side. He sees Diesel and foreshortens his stop to take in the situation. Diesel does not see him -- neither, for now, do Thomas or Percy - who arrives after Thomas.

PERCY
I'm sorry I'm late Thomas, but there was something wrong with the track switches and I went the long way around.

We see Diesel grinning evilly.

THOMAS
Never mind Percy, Mr. Conductor would still be proud of us.

PERCY
You know, Mr. Conductor talked about buffers in his sleep last night. Buffers are at the end of a railway -- I think that's how he travels to this island -- on a railway that we know nothing about. *

Diesel grins even wider.

THOMAS
(anxiously looks left and right)
I don't think we should say anymore -- my wheel suddenly feels a little wobbly. I think Diesel is around here somewhere.

Diesel is grinning his evil grin and sidles away from his hiding place and along the track.

Toby quietly puffs up to Thomas and Percy.

TOBY
I'm sorry, you two, Diesel heard every word you said... I'm going after him to see what he does next. You'd better carry on and get the mail delivered.

PERCY
You're very brave, Toby.

(CONTINUED)

82 CONTINUED: (2) 82

TOBY
Oh, Diesel won't bother with an old engine like me -- he thinks I'm scrap already!

And Toby puffs stoically on.

MIX TO:

83 EXT. SODOR - SCRAPYARDS - SMELTING FURNACES - NIGHT 83

The flames of the smelting yards -- even brighter at night -- fanning the flames of Diesel's plans. Splatter and Dodge join him.

Moments later, we see Toby stop close by.

DIESEL 10
Come in and join the party, Splodge.

SPLATTER & DODGE
We're going to have a party? Who's got the balloons?

DIESEL 10
(with a withering look)
Correction -- join the party that's over. Just like Twinkle Toes' Magic Railway is going to be over... gone... like the buffers that lead to that railway, and like those steam engines too -- Destroy, Splodge, destroy. *

SPLATTER & DODGE *
Be we might hurt somebody or something. *

DIESEL 10 *
So..... *

Splatter and Dodge look terrified. Toby is furious.

DIESEL 10 (cont'd)
We don't know where the entrance to his railway is, so we don't know which are the right buffers -- therefore you've all got to destroy all of them...

SPLATTER & DODGE
What are you going to do?

DIESEL 10
It's time to finally put Twinkle Toes' lights out... this is a job for the Boss...

TOBY'S POV -- We see the claw emerging.

(CONTINUED)

83 CONTINUED: 83

TOBY
(whispering to himself)
I've got to delay him... I've got to distract him...

At that, Toby gives a whistle.

DIESEL 10
It's the old teapot -- smash him!

(CONTINUED)

83 CONTINUED: (2) 83

The claw takes a swing at a pile of scrap which comes crashing down in front of him, blocking his own way and that of the others.

SPLATTER & DODGE
Er... Boss... did you mean to do that?

DIESEL 10
(livid)
I always mean what I do.

Toby puffs triumphantly away.

FADE DOWN

FADE UP TO

84 EXT. SODOR - RAIL SIDINGS - DAY 84

FADE UP SONG: "A REALLY USEFUL ENGINE"

Thomas puffing along the line and passing Henry, looking mournful.

THOMAS
Morning, Henry. What's the matter?

HENRY
I've got boiler ache.

THOMAS (cont'd)
Then it's a good thing that I'm off to fetch some more of your special coal for you. *

HENRY
Thank you, Thomas. Special coal will make me feel much better.

84A EXT. SODOR - OLD SIDINGS NEAR MAGIC BUFFERS - DAY 84A

Thomas arrives at the old sidings. He sets to work collecting the trucks.

He doesn't realize that the sixth truck is not coupled properly.

He doesn't notice that it is quietly sliding backwards.

He doesn't notice a set of old buffers obscured by bramble.

(CONTINUED)

84A CONTINUED: 84A

He never sees the last truck mysteriously disappear.

Thomas sets off back, with five trucks.

THOMAS
Oh, Mr. Conductor, I do hope you're all right.

85 EXT. SODOR - VIADUCT - DAY 85

Mr. Conductor is walking along the viaduct.

MR. C.
(a little breathless)
Next week I promised to join a five-mile walkathon across the Barrier Reef with my friend Coral. She'll get so prickly if I let her down.

Diesel 10 is creeping up behind him.

DIESEL 10
Hello, Twinkle Toes -- remember me?

Mr. C. is looking for a way to escape, but he can't. One way it's Diesel, the other way, the gorge -- way, way below.

DIESEL 10 (cont'd)
Fat Hatt won't have much use for you looking like that.

Mr. C. struggles to put his jacket and hat back on. But Diesel 10 is closing in on him as Mr. C. clambers up the side of the gorge. He hears Diesel's booming voice.

DIESEL 10 (cont'd)
I see you forgot to bring the sugar. How careless of you!

Diesel 10's claw grasps Mr. Conductor like King Kong grasping the girl.

DIESEL 10 (cont'd)
I've got you, Twinkle Toes, and next I'll get that blue puffball, too.

Mr. Conductor is being dangled over the gorge. As he is, Mr. C. notices some loose bricks falling from the viaduct.

MR. C.
Look out for the viaduct, Diesel.

85 CONTINUED: 85

DIESEL 10
Bye, bye Twinkle Toes.

One brick after another crumbles beneath him on the viaduct. Mr. Conductor is trying to fight off the claw. He looks down at the drop beneath him and can't help himself. He takes another look.

Then he finally wrenches something out of his pocket -- it's his toolkit. He manages to yank out his pliers.

(CONTINUED)

85 CONTINUED: (2) 85

The clip holding the pipe to the claw has two wires -- one green, one blue.

MR. C.
(gasping)
One of the cables opens the claw -- the other one will tighten it. Which one am I going to cut? Please let this be the right one. Please let me have enough strength to do this and escape from Diesel. I have to survive -- the universe needs us.

There's no time to lose. He and we hold our breath. He cuts and -- yes -- the claw springs upwards.

MR. C. (cont'd)
It's the right one!

The claw opens and Mr. C. is flung upwards and outwards. His resting place is in the middle of a cushiony sack of grain at the base of a windmill.

As Mr. C. lands, he turns to camera and says.

MR. C. (cont'd)
Did you put that there for me? You must have known I was coming -- how kind of you... *
(beat, then looking around him)
Oh, I'm at the windmill. Now that's what I call a perfect landing.

Suddenly we see a flickering effect on the wall of the windmill, then realize it's actually writing.

MR. C. (cont'd)
This must be the clue to the source of the gold dust.

He makes his way to the wall to read the writing.

MR. C. (cont'd)
'Stoke up the magic in the mountain and the Lady will smile. Then watch the swirls that spin so well...'

The writing fades as quickly as it appeared.

(CONTINUED)

85 CONTINUED: (3) 85

MR. C. (cont'd)
Where's the writing gone?! Which Lady? -- The only lady I know is Stacy. If this had happened to me at Shining Time, maybe Stacy would've been able to help me. Oh, Mutt, now I understand why you didn't want me to leave. *

MIX TO:

86 EXT. SHINING TIME - BURNETT'S HOUSE - GARDEN - DAY 86

We see Mutt running towards us down the road and into Burnett's garden. Lily is sitting alone, clearly bored.

STORYTELLER [LILY, ADULT]
Mutt was at Muffle Mountain carrying out the next part of his plan.

Mutt immediately starts barking at the shuttered house.

Burnett comes out into the garden. Mutt dashes away and tucks himself around the side of the house, peeping out. Burnett starts fixing some branches of the apple tree.

86 CONTINUED: 86

BURNETT
Was that a dog I heard barking?

LILY
(instantly honest)
Yes... but he's gone now.

And we notice that Burnett is wearing Lily's bracelet.

Lily gets up and walks closer to Burnett. She starts to quietly play a gentle, lilting version of "song TBA" on her harmonica. *

LILY (cont'd)
Grandma loved to dance to this...
didn't she?

Burnett has paused but does not look at Lily.

BURNETT
Yes.

LILY
(more a fact than a question)
And you danced with her.

BURNETT
(beat)
I can't remember.

He leaves what he is doing and returns indoors.

Lily is feeling rebellious.

LILY
(muttering)
Yes you can.

And she walks moodily away from the cottage.

MIX TO:

86A EXT. BURNETT'S HOUSE - CLIMBING TREE 86A

Lily leans against another tree in the corner of the field behind Burnett's cottage. She is tearing up pieces of grass and throwing them away. Then she and we hear a voice -- it's Patch.

86A CONTINUED: 86A

PATCH (V.O.) *
I bet you don't know how to climb that tree.

Lily looks up as Patch walks around in front of the tree.

Without saying a word, Lily suddenly jumps up and climbs the tree... fast.

PATCH (cont'd)
Where did you learn to do that?

LILY
On my fire escape.

Lily is now climbing back down the tree.

LILY (cont'd)
I'm Lily. Do you live here?

PATCH
Yes -- my mum and dad run the stables.

Burnett is walking down the lane.

BURNETT
Good morning, Patch.

PATCH
Good morning, Mr. Stone. I'm going to ride into Shining Time -- could Lily come with me... if she'd like to...?

LILY
(eagerly)
I'd like to...

BURNETT
You can go, but be back by sunset.

Mutt is observing this and happily wags his tail. Lily is surprised her grandpa has agreed.

LILY
Do you want to come, too?

Burnett remains enigmatic.

BURNETT
I never go there now...

86A CONTINUED: (2) 86A

Burnett continues down the lane.

LILY
(wistfully)
Bye, Grandpa.

MIX TO:

87 EXT. SHINING TIME - BURNETT'S HOUSE - GATE POST - DAY 87

Lily and Patch at the gate post. Patch is on his horse and Lily is sitting on the fence beside him. Mutt is waiting for them.

PATCH
(to Lily)
So, have you ridden a horse before?

Lily shakes her head.

LILY
No - but I'm going to now.

Patch seems pleased -- it makes up for before.

Lily climbs up onto the horse and they ride away.

Mutt is running along beside them, and then goes on ahead.

MIX TO:

87A EXT. BURNETT'S HOUSE - CANOPY TRAIL - DAY 87A

Lily, Patch, and Mutt head off to Shining Time.

88 EXT. SHINING TIME - MUFFLE MOUNTAIN - LAKE - DAY 88

Storm clouds gather. Lily and Patch are riding around the lake, we can hear their voices across the meadow. Muffle Mountain is right beside them. Patch is clearly observing something.

PATCH (V.O.) *
I can't see the summerspan birds *
flying around here -- they nest at *
the foot of the mountain. They *
should have been here by now...

(CONTINUED)

88 CONTINUED: (2) 88

LILY (V.O.)
Patch -- Grandpa says that trains don't go up that mountain, but...

PATCH (V.O.)
(excited)
But what, Lily?

LILY (V.O.)
I'm sure I heard one last night.

PATCH (V.O.)
So it's not just me. You see Lily, I've heard it too. Lots of times... but if we've both heard it...

LILY (V.O.)
Why not Grandpa too? There's nothing wrong with his hearing.

89 EXT. SHINING TIME - MEADOW - DAY 89

Lily and Patch are riding through an idyllic landscape.

This is the beginning of a magical sequence.

90 EXT. SHINING TIME - MUFFLE MOUNTAIN - VALLEY/MEADOW - DAY 90

As they start their journey, Patch comments:

PATCH
I've always wanted to go this way -- we're following some shadowy lines I've seen on a map. They're like railroad tracks without any rails.

As he says this, Patch's horse starts tossing his head and swishing his tail. He pounds the ground -- indicating "I want to go faster," and he does so.

Suddenly the riders and the horse are thundering along as if driven by a current of energy.

Then we experience this from the riders' POV and it's a joyous feeling.

The horse is picking up the gold dust on his hooves as he gallops along the shadowy lines. Then Lily and we see the magical effect of this in the sky... *
*

(CONTINUED)

90 CONTINUED: 90

the gold dust in two lines, moving in rhythm to that of the horses' hooves. For sure it is reminiscent of the line in the Big City sky.

Suddenly, the extraordinary journey ceases as quickly as it began.

PATCH (cont'd)
If they are railroad tracks -- they must be magic ones...

LILY
But why did they suddenly stop?

PATCH
I don't know... But I want to find out! *

And they carry on at a normal pace.

FADE OUT MUSIC

MIX TO:

91 EXT. SHINING TIME STATION - PARKING LOT - DAY 91

We find P.T. Boomer, who is putting a box on the back of his motorcycle.

Lily and Patch arrive as Billy comes out of the station. Mutt is with him. Patch is tethering his horse to a lamp post and secures it even more tightly as he sees Boomer.

BILLY
Don't worry, Patch. I'll look after him.

Boomer is now leaning against his motorbike. Patch has gone into the station with Lily. Boomer and Billy confront each other. The scene is reminiscent of the Western "High Noon".

The foliage on the bouquet tree is all gone -- the branches are blowing mysteriously in the wind.

BILLY (cont'd)
(looking across the meadow)
It looks like there's a big storm coming. We've been safe from storms in this valley for a long while. Let's hope this one is just passing through -- like yourself, P.T. Boomer.

(CONTINUED)

91 CONTINUED: 91

But Billy's words cut no cloth with Boomer, who looks across at the mountain and makes a threatening statement. Unfortunately, Patch is already going inside the station, and doesn't hear it.

BOOMER
I am passing through -- right through into that mountain then booof!
(he gestures explosion)
No more engine, no more protector. No more mountain of rocks -- just a mountain of money.

And he rides away.

BILLY
(calling after him)
That mountain won't change -- it can survive anything Boomer -- including you.

Mutt hurries into the station. He needs to make sure his plan is going to work.

CUT TO:

92 INT. SHINING TIME STATION - DAY 92

We are at the mural. The previously jewel-like reflections of colour from the stained glass windows are now a little muted. Lily is saying goodbye to Patch.

LILY
I think I'll stay around here.

PATCH
That's okay, I've got to go to the store to get some things, and then I have some errands to run as well, but I'll meet you back here in time for sunset. *

LILY
Thank you Patch.

Patch leaves, and Lily hears Junior's voice singing.

He sparkles in, tap dancing on a skateboard, as he listens to his stereo set.

LILY (cont'd) *
Junior! *

(CONTINUED)

92 CONTINUED: 92

Lily is clearly delighted to see him.

JUNIOR
Bisto -- I'd given up on meeting you again. Hey, it's starting to look a bit gloomy 'round here, isn't it... Anyway, what's blue, green, red and says "peep-peep"?

92 CONTINUED: (2) 92

LILY
A parrot, and you mean "chirp-chirp".

JUNIOR
Nah -- trains -- talking trains.

Junior is straightening his jacket, polishing his whistle, and wondering where he might house his rainbow-coloured paper umbrella cocktail stick.

JUNIOR (cont'd)
I'm off to see them now on the Island of Sodor... and my cousin. I overslept, so I better hurry. Do you want to come?

LILY
(nervously wild about the idea)
Can we be back here by sunset?

JUNIOR
Hope so -- I want to get back to the beach.

Mutt comes in very quietly, and then barks.

LILY
What do you think, Mutt?

Mutt barks enthusiastically.

LILY (cont'd)
All right.

Junior taps the tunnel on the mural.

JUNIOR
It's this way. We'll take the shortcut. *

LILY *
Really? *

JUNIOR *
Hmm... I'll have to use Cuz's emergency supply of gold dust. *
(shrugs)
But it's the only way to travel and we'll find lots more soon.

Junior has already sprinkled gold dust on the bench. Lily picks some up in her hand.

(CONTINUED)

92 CONTINUED: (3) 92

LILY
Gold dust! Can I take this little bit back for Grandpa?

(CONTINUED)

92 CONTINUED: (4) 92

JUNIOR
Be my guest -- I'll look after it for you.

He pops the gold dust into his pocket and gives a bow --

Then Junior creates a huge burst of gold dust around himself and Lily.

JUNIOR (cont'd)
Here we go.

WHOOSH TO:

93 INT. MUFFLE MOUNTAIN - MAGIC RAILROAD - DAY 93

Junior and Lily are on the Magic Railroad, being bumpily swept along -- as if they're on non-existent bouncing balls -- in what seems to be a tunnel.

Junior is tossing around his last supply of gold dust, as he and Lily pop in and out down the track. It's very dark in the tunnel, and the gold dust creates little pools of light.

LILY *
You've grown bigger. *

JUNIOR *
Or maybe you're smaller. I'm just * adjusting properly to my new surroundings.
(he gives a sigh) *
This is the only place it happens * to me.

JUNIOR (cont'd)
Bit bouncy, isn't it?

Lily nods.

LILY
Where are we?

JUNIOR
On the Conductor's Railroad

LILY
Magic Railroad.

(CONTINUED)

93 CONTINUED: 93

JUNIOR
Whatever - we're travelling miles and miles to the Island but
(bump, bump)
I don't think this railroad will last much longer... It'll vanish, like the engine...

LILY
What engine?

JUNIOR
The one that used to travel on this railroad... Cuz and I never saw it, and we don't know what happened to it.
(beat)
Are you ready, Lily? Here are the buffers...

Suddenly he spots Henry's missing coal truck.

JUNIOR (cont'd)
Hey... what's that doing there... now...

There are the buffers ahead -- they slow down, but there's no need.

These are magic buffers to glide through... and they do --

94 EXT. SODOR - RAILWAY SIDINGS - DAY 94

Right into the old sidings on the other side of the buffers where the coal truck disappeared. Junior is now taller than Lily.

LILY *
Where are we?

JUNIOR
The Island of Sodor, of course! This way -- Bogus!

LILY
What's the matter?

JUNIOR
(sneezing)
I think I'm allergic to grass.

(CONTINUED)

94 CONTINUED: 94

Junior leads Lily up the high embankment. They both peek over the top. Below them lies the Island of Sodor in all its marvelous magic.

LILY
What's that noise?

JUNIOR
The trains -- I told you, they talk. We're just too far away to hear what they're saying yet.

94A EXT. SODOR - DAY 94A

Panoramic pastoral scene of the engine puffing through the Island

MIX TO:

95 EXT. SODOR - MAIN STATION - DAY 95

And we are at the main station with a scene of great activity from the big engines, Henry, Gordon and James. Henry's trucks are being loaded with exotic merchandise suitable for a grand engine. James is pushing trucks filled with oil drums, Gordon is looking on.

DIESEL 10
Silly steaming red tin kettle... And you green one, too... clickety-clack, clickety-clack, you'll get dumped on soon -- just you wait and see. That'll take the smile off your face. *

Diesel, with Splatter and Dodge, are witnessing all this business and it's making Diesel even more bad-tempered.

SPLATTER & DODGE
So Boss, how come you let Twinkle Toes escape?

Diesel becomes even more enraged.

DIESEL 10
I did it on purpose. I was testing him... to see if he could... escape.

SPLATTER & DODGE
(to each other)
Did he mean to say that?

Diesel positions his claw to take a swipe at his side-kicks. They back off.

(CONTINUED)

95 CONTINUED: 95

DIESEL 10
Playtime's over, Splodge -- now it's time for the next lesson, it's called 'how to stop being stupid'.

He is not looking where he is going. He bumps into the back of James' last truck and gets oil all over his face.

FREEZE AND MIX TO:

95A EXT. SODOR - DAY 95A

Thomas and Percy deep in conversation.

THOMAS
I was up near the buffers at the old siding when the last coal truck disappeared. *

PERCY
(excited)
Maybe the buffers at the old sidings are the entrance to Mr. Conductor's railway. *

THOMAS
Percy -- you are clever. So, you help keep them safe while I search for Mr. Conductor. *

Percy is speechless and stunned.

MIX TO:

96 EXT. SODOR - COUNTRYSIDE NEAR WINDMILL - DAY 96

Thomas, puffing along the line with his coaches Annie and Clarabel.

Suddenly he gives a big smile and a happy "peep-peep".

THOMAS
Annie, Clarabel -- there's Mr. Conductor -- we've found him!... Oh --

Thomas is closer now and we're watching this from his POV.

He's very confused. He wasn't expecting to see Junior.

(CONTINUED)

96 CONTINUED: 96

JUNIOR
Hi, Thomas -- don't look so surprised. I know you haven't seen me since --

THOMAS
(interrupting)
-- you stuffed party poppers down my funnel.

JUNIOR
Hey, we had a laugh.

THOMAS
You did...

LILY
(coming out of her hypnotic state at experiencing this conversation)
You two are talking to each other. *

JUNIOR
Ah -- first prize. Lily -- this is Thomas. Thomas -- this is Lily. Now, where's my cousin?

97 EXT. SODOR - RAILWAY LINE/WINDMILL/THOMAS (TRAV.) - DAY 97

Thomas is puffing along with Lily and Junior aboard. Ahead of them is a windmill.

Lily is admiring the sight of the blades going around. Then she spots something.

LILY
What's that shining at the windmill?

JUNIOR
Bisto, Lily -- it's my cousin.

Mr. C. is sitting at the bottom of the windmill. The sun has been catching the brass plate of his hat.

CUT TO:

98 EXT. SODOR - WINDMILL - DAY 98

Lily and Junior are standing close to Thomas. Junior looks at Mr. C.

(CONTINUED)

98 CONTINUED: 98

JUNIOR
So, did you bring me all this way to look at you sunbathing?

MR. C.
(struggling to get up)
No, I did not. I landed here after escaping from a heavy metal monster. Where have you been?

THOMAS
Is your sparkle back, Mr. Conductor?

MR. C.
No, it's not, Thomas -- but I do have the clue. 'Stoke up the magic in the mountain, and...'
(he pauses, to try to remember)

JUNIOR
Hey, cuz, you look rough. Let's get more gold dust, 'cause I used yours up. Then you can go home, and I can get back to the beach.

MR. C.
Listen to me, Junior... I want you to listen to me very carefully.

There's the sound of a telephone. It's coming from a bellflower on the ground beside Junior.

MR. C. (cont'd)
I'll get that!

JUNIOR
No, I've got it --

Mr. C. instinctively goes to grab the "phone," but Junior gets to it first. Mr. C. desperately wants to get it back because he knows who it is.

JUNIOR (cont'd)
Hi there... No, I'm his cousin... Who's this?... Oh, hi Hatty...

Mr. C. winces.

JUNIOR (cont'd)
How's it going...? Yeah, he's lying around here somewhere.

(CONTINUED)

98 CONTINUED: (2) 98

Mr. C. squirms with embarrassment. He wrestles the bellflower away from Junior.

MR. C.
Sir Topham Hatt, Sir -- he just wanted to be friendly... No Sir, he's not a dog... well let's say he's more like a puppy who needs a good trainer.

He glares at Junior.

There is the sound of explosions down the bellflower.

MR. C. (cont'd)
Yes Sir. You have nothing to worry about... goodbye, Sir. *

JUNIOR
Cuz, this is Lily. She's staying with her grumpy old Grandpa Stone.

MR. C.
(curious & surprised)
Hullo, Lily.

Then, feeling weak, he turns to Junior, only to find that his cousin is now sprawled on the windmill, enjoying the sun as the wind picks up.

MR. C. (cont'd)
What are you doing up there? Get down. It's much too windy. *

JUNIOR
This is just like the fun fair... Give us two secs.

MR. C.
Two seconds -- that's all it takes to land in trouble.

They both scream. *

Junior is suddenly spinning around on the windmill, faster and faster. Then in a trice, he is off it, and flying through the air.

99 EXT. SODOR - WINDMILL - DAY 99

And... horror of horrors... he lands right on top of Diesel, who, at that very moment, is passing by.

Diesel looks up and glares in triumph.

(CONTINUED)

99 CONTINUED: 99

The wind blows all Junior's kit away... except for his bandanna. *

Junior gestures "oh well" and decides to make the best of a bad situation.

We see him disappearing around a corner -- doing his best to "windsurf" on the back of Diesel.

100 EXT. SODOR - WINDMILL - DAY 100

Lily and Mr. C. with Thomas nearby.

LILY
What's going to happen to Junior?

MR. C.
Oh, our family is pretty good at getting itself out of trouble... eventually! You know, Lily, that cousin of mine has a lot of guts. He just needs to put it to good use. He'll give Diesel a run for his wheels - I just hope they wear out quickly! * * *

FADE TO:

101 OMITTED 101*
THRU THRU
102A 102A

MIX TO:

103 EXT. SODOR - NEAR MAGIC BUFFERS - DUSK 103

It's dusk, and Percy is travelling along the line that leads to the old sidings.

PERCY
Yes, I'm frightened... no, I'm not going to turn back -- I'm a Really Useful Engine. Useful Engines aren't scared. I have to make sure these sidings are safe -- I have to make sure the magic railway is safe... Mr. Conductor needs it.

Percy hears strange noises. Then he hears an owl hooting.

(CONTINUED)

103 CONTINUED: 103

PERCY (cont'd)
Oh, shiver my pistons. I hope those sidings aren't haunted.

At that moment a bird's nest falls on Percy's funnel and settles itself comfortably around Percy's face.

PERCY (cont'd)
Well, at least the birds have flown the nest! Anyway, I'm just going to carry on.

He carefully eases towards the sounds coming from the sidings.

The wind is now blowing and moving the brambles.

We can see the magic buffers.

We can see Splatter and Dodge.

SPLATTER & DODGE
See those buffers? They're next. The Boss wants the job done fast -- we'd better get started. *

Percy registers shock and puffs away.

PERCY
Oh... how are we going to stop them getting started? * *

103A EXT. SHINING TIME - MUFFLE MOUNTAIN - SUNSET (FORMERLY 101) 103A

It's sunset, and Burnett is standing by the rockface, looking down to the lake and the road beyond.

He hears footsteps. It's Patch.

Burnett is very anxious.

BURNETT
Where's Lily?

PATCH
I wish I knew. I'm sorry, Mr. Stone -- She wasn't at the station when I went back for her.

The man and the boy stare each other out -- then Burnett returns to where he was looking, and Patch goes to collect his horse.

(CONTINUED)

103A CONTINUED: 103A

BURNETT
(quietly)
We'll find her, don't worry.

PATCH
(encouraged by the gesture)
Mr. Stone -- I've heard an engine's whistle on this mountain.

BURNETT
(quickly)
You heard wrong, Patch.
(beat)
Anyway, I'd be too deaf to hear.

Burnett starts walking back down the mountain.

PATCH
(calling after him)
But Lily says you heard a dog bark.

Patch is now alone -- or is he...?

He hears a rustle and whips around.

It's P.T. Boomer.

BOOMER
(stage whisper)
You never hear wrong, do you? Now where exactly did you hear that whistle?

PATCH
I don't talk to bullies, Boomer. *

BOOMER
Everyone's got their price. What's yours? * *

PATCH
You'll never catch us, Boomer... *

Boomer goes to grab Patch, but he is too fast for Boomer and he runs away. Boomer takes a moment to look around and does a double take on something that he notes in his notebook.

CUT TO:

103B EXT. THE LAKE - SUNSET (FORMERLY 101A) 103B

Patch is galloping across the grassland next to the lake. Boomer emerges through the trees behind him -- he is catching up to him, but Patch gallops faster, and Boomer skids to a halt in the grass, wheels spinning.

103C EXT. RAINBOW SUN / MEADOW SUN (TRAV.) - SUNSET (FORMERLY 102) 103C

It's a beautiful sky, but a stormy one as Billy drives the Rainbow Sun towards Shining Time.

Patch is racing on his horse towards Shining Time too. We cut between the two of them.

CUT TO:

103D INT. SH. TIME STATION INTERIOR - SUNSET (FORMERLY 102A) 103D

Billy comes up to the ticket booth with a clock for Stacy. *

BILLY *
Sorry Stacy, not even the clocks *
are running on time - but I've fixed *
this one. *

Patch dashes in. *

PATCH
Mr. Twofeathers! I'm sure Mr. Stone knows the secret of the mountain. There's an engine in there, but now -- because of me -- Boomer knows the secret too, and he's putting us all in danger. And I don't know where Lily is.

STACY
I do. I think Junior has gone to * the Island of Sodor to help Mr. * Conductor - and I think Lily's gone * with him.

MIX TO:

104 EXT. SODOR - COUNTRYSIDE CAMPFIRE - NIGHT 104

Lily and Mr. C. and Thomas at the campfire. MR. C. is trying to keep Lily entertained.

(CONTINUED)

104 CONTINUED: 104

He is showing her a card trick. *

(CONTINUED)

104 CONTINUED: (2) 104

MR. C.
Now, this next card trick I learned in Old Bombay - from a Monarch Butterfly. When it came to card tricks, she sure knew how to wing it.

LILY
(urgently)
Mr. Conductor... I'm supposed to be back by sunset.

MR. C.
You know, Lily, maybe your Grandpa can guess where you are.

LILY
(amazed)
He can?

MR. C.
Maybe -- because I think he's been here himself -- long ago... If he can help, I wish he'd hurry back. I didn't tell Junior, but he'll soon grow as weak as I.

LILY
(in realization)
So you do love Junior, don't you?

MR. C.
(resignedly)
Yes, even though he makes me mad... that's what families are for... to be there for each other in the bad times as well as the good, isn't it?

LILY
(thoughtfully)
Yes...

Mr. Conductor sees that the conversation has a special meaning for Lily. And he looks at her encouragingly.

LILY (cont'd)
(confidently)
Yes, it is.
(beat)
Junior said there used to be an engine for the Magic Railroad -- if only we could find that. We could still get back to Shining Time.

(CONTINUED)

104 CONTINUED: (3) 104

MR. C.
That engine disappeared -- never to be seen or heard from again. *

LILY
Grandpa says you can't hear a train engine from his house, but I have to tell you something, Mr. Conductor... I heard an engine's whistle, and it seemed to be right inside the mountain. *

MR. C.
Have you told anyone else? *

LILY
Only my friend Patch. He heard it in the mountain too. *

Mr. Conductor rallies.

MR. C.
Mountain... That's it! I've remembered some more of the clue... stoke up the magic in the mountain and the Lady will smile --
(downcast)
-- but Lily, we need more information. I think your Grandpa could really help if he'd just believe that he could. *

LILY
(remembering)
...Lady...?

MIX TO:

105 INT. WORKSHOP - NIGHT 105

There seems to be nothing in the darkness, and then we see hands -- Burnett's hands.

Now we hear Burnett whispering.

BURNETT
So Lady, what are we to do? -- It all seemed so easy when Tasha and I were children.

Silence.

(CONTINUED)

105 CONTINUED: 105

Then we see a gleam of something golden. It seems to be taking shape.

Burnett is finding the lights, and as he does so, revealed to us is --

LADY -- the most beautiful little steam engine, with golden trim. She does not have a face like the engines on the Island of Sodor -- but she still seems to have extraordinary presence.

Again, we hear echoes from the past.

MIX FLASHBACK:

106 EXT. - MUFFLE MOUNTAIN STATION [FLASHBACK] - DAY 106

Burnett and Tasha as children. The engine known as Lady is in this scene, but we see only glimpses of parts of her. We do not see her face.

BURNETT [AS A CHILD]
One day, Tasha, I'm hoping to be able to drive this engine and I'll take you with me.

TASHA [AS A CHILD]
Promise you will, Burnett... promise.

BURNETT [AS A CHILD]
I promise.

CUT TO:

107 INT. SH. T. - MUFFLE MTN. - WORKSHOP [PRESENT-DAY] - NIGHT 107

We are back in the present day in the workshop.

We and Burnett hear a scuffle. For a moment we and he think it's Boomer.

BURNETT
Boomer!

He and we are wrong. It's Patch.

BURNETT (cont'd)
How did you find me here?

PATCH
I found the entrance to your workshop ages ago - but I'd never tell anyone - not even a bully like Boomer.

BURNETT
You're braver than I was Patch.

Now we can also see that Lady is a little worn and damaged.

PATCH
(in awe)
So it is true, we did hear an engine in the mountain.

(CONTINUED)

107 CONTINUED: 107

BURNETT
(glad it's Patch)
All mountains have their secrets --
that won't surprise a kid like you.

Patch is walking around, looking at Lady.

PATCH
Can I help you, Mr. Stone?

Burnett throws Patch a cleaning cloth.

BURNETT
You can help dust her off. This *
engine's name is Lady.

107 CONTINUED: (2) 107

PATCH
(carefully polishing)
Why is she locked up?

BURNETT
She's not -- she's safe from harm.
Or was...

PATCH
Boomer is looking for Lady - isn't he?

BURNETT
Yes - he is.

PATCH
He heard you and I talking about her too - why does he want to harm her Mr. Stone?

BURNETT
Because Boomer has no compassion or imagination. He was always more interested in making money than making sense. When we were young men, he was angry because he didn't want to believe in magic, and jealous because Lily's Grandma loved me... so he took revenge. He found Lady and threatened to destroy her if I didn't let him drive her. Unlike you Patch, I gave in to a bully. He drove her, he used up all her coal, he made her go too fast, then he crashed her. After that, he ran away, and I brought her here to a new hiding place. I fixed her as best I could. But I could never make up for the mistake I made. And I've never been able to bring her to life - to make her steam.

Burnett gently puts his hand out to her.

BURNETT (cont'd)
She's as precious as gold, Patch, and that's all Boomer is interested in - her trim to sell, for scrap. But magic is worth more than that - I'll always fight to protect her.

(CONTINUED)

107 CONTINUED: (3) 107

PATCH
(puzzled)
She can whistle -- I've heard her.

BURNETT
(whispering)
I know -- so have I... that's because she's magic.

On the wall behind Lady, Patch sees a map of a railroad. All the lines on it are straight, and he realizes they are in exactly the same configuration as those appearing as shadowy lines on Billy's map.

107 CONTINUED: (4) 107

PATCH
This must be the map of her Magic Railroad... But the railroad's energy is fading away...
(realization dawning)
I sensed it when we were out riding. Lily and I were riding on the ground above it.

BURNETT
The railroad needs Lady, and I don't know how to make her steam. I've tried every coal in the valley -- it seems like it's her own special secret. But I need to know it now more than ever.

PATCH
Because of Lily?

BURNETT
Yes -- most of all, because of Lily.

FADE TO:

108 OMITTED 108*

109 EXT. SODOR - COUNTRYSIDE CAMPFIRE - NIGHT 109

Lily, Mr. C., Thomas, and now Percy.

*
PAGE 90A OMITTED *

109 CONTINUED: 109

PERCY
We must get Lily back to her Grandpa now -- in case the Magic Railroad is closed forever. But how could Lily go without gold dust?

There is complete silence.

MR. C.
Only in the lost engine.
(beat of great significance)
Unless.... Thomas....

Thomas just somehow knows what's coming next.

MR. C. (cont'd)
Will you take Lily, please?

THOMAS
(appalled)
Through the buffers?

Mr. Conductor nods.

*

THOMAS (cont'd)
But what if I go on the railway and my wheels don't work?

MR. C.
But what if they do?

THOMAS
But -- what if -- if -- ?

MR. C.
Yes?

THOMAS
(whispering)
What if it's dark...?

MR. C.
It will be -- for a while.

(CONTINUED)

109 CONTINUED: (2) 109

THOMAS
And cold...

MR. C.
Maybe...

THOMAS
And how will I get back again?

MR. C.
Because you're a Really Useful Engine and will find a way.

THOMAS
Then I'll try.

MR. C.
(Pleased)
Lily, take my hat as a keepsake to bring good luck.

LILY
But Mr. C., I don't want to leave you like this! Or Junior either! *

MR. C.
I know, but you must go back to your Grandpa.

THOMAS
(Resolute)
Yes, Lily, you must. And I'm going to take you.

Lily puts the hat in her knapsack.

MIX TO:

110 EXT. SODOR - MAGIC BUFFERS - NIGHT 110

CLOSE UP: The Magic Buffers, and then we see Thomas approaching and WHIP AROUND to his POV

THOMAS
Oh cinders and ashes... Lily, what's going to happen now?

The buffers get closer and closer and then -- yes -- he and Lily are going through.

111 INT. SH. T. - MUFFLE MTN. - MAGIC RR/THOMAS (TRAV.) - DAY 111

We see the Magic Railroad from Thomas' POV and it looks and sounds scary.

THOMAS
It is dark -- it is cold -- it is bumpy --

Suddenly, Thomas and Lily spot the missing coal truck.

THOMAS (cont'd)
There's the missing coal truck!

LILY
Stoke up the magic in the mountain -- that's part of Mr. Conductor's clue to his gold dust.

THOMAS
And Lily -- that's what you do with coal -- stoke it up to make it steam!

LILY *
Mr. Conductor needs to..... *

In her excitement Lily loses her concentration and falls from the cab and starts tumbling backwards.

THOMAS
Lily... Lily?

There is silence. Thomas is scared.

THOMAS (cont'd)
Lily -- where are you?

Lily has arrived back at the coal truck. She too is confronting her fear of silence.

LILY
(murmuring)
I'm not afraid, but I do need a ride! Please come back for me, Thomas.

Thomas is summoning all his courage.

THOMAS
I'm not going to lose Lily -- and I'm not going to lose that coal truck again either. I'm going back, and I'm going alone --

SONG: "THOMAS AND THE MAGIC RAILROAD"

111 CONTINUED: 111

Thomas turns his wheels anti-clockwise and the bravest little blue engine in the world accelerates back down the railroad -- looking prouder and prouder every moment.

MIX TO:

112 INT. SH. TIME - MAGIC RR/AT THE COAL TRUCK - DAY 112

Thomas and Lily are reunited. *

LILY *
You're a really useful engine Thomas. *

They couple the coal truck to the back of Thomas and move on again. *

113 INT. SH. TIME - MUFFLE MTN. - MAGIC RR/CAVERNS/THOMAS (TRAV.) - DAY 113

We hold our breath -- on either side of Thomas and Lily seem to be dark caverns and ahead of them, looming up closer, and closer is nothing but a huge set of buffers.

Thomas and Lily can only carry on or stop -- if it's not too late.

It is -- but it doesn't matter.

As they hit the buffers, they -- like those on the Island of Sodor allow the passengers to pass into the light.

CUT TO:

114 EXT. SHINING TIME - MUFFLE MOUNTAINSIDE - DAY 114

CLOSE-UP: Thomas -- dazed and amazed -- emerges into what is now daylight.

Thomas' POV -- and now it is confirmed.

We are on the mountain, outside the site of Grandpa's workshop. This is the entrance to the Magic Railroad from the valley.

But it appears that Thomas can go no further. He definitely feels a stranger in a foreign land.

THOMAS *
I can't go any further - my wheels *
won't let me. *

(CONTINUED)

114 CONTINUED: 114

Lily leaps out of the cab and starts to run and slide down the long slope towards Burnett's workshop.

LILY
Then I'll be back, Thomas, I promise, but I must find Grandpa. *

Thomas is petrified.

115 EXT. SHINING TIME - MUFFLE MOUNTAIN - DAY 115

Then two events happen -- fast.

Patch comes riding up the slope.

LILY
Where's Grandpa? Can you take me to him?

PATCH
Jump up.

Lily leaps on the horse and they start riding.

LILY
Oh Patch, I knew I could count on you.

116 EXT. SHINING TIME - MUFFLE MOUNTAIN - DAY 116

P.T. Boomer is on the mountain.

P.T. BOOMER
I'm going to get my revenge Burnett Stone - on you - and that engine! Do you know what revenge sounds like?

He sets off a huge explosion.

The impact jolts Thomas off the ground and he starts bumping down the mountain -- leaving the coal truck behind.

THOMAS
Oh bother my boiler - I've left the coal truck behind, but I think Lily is going to need it anyway.

We see Lily, Patch, and the horse react to the sound of the explosion. But they must ride on.

We see Thomas's reflection in Boomer's goggles and he then chases Thomas on his motorbike.

116A EXT. MUFFLE MOUNTAIN - DAY 116A

Thomas sliding down the mountain.

117 EXT. SHINING TIME - MEADOW - DAY 117

Suddenly, Thomas hits the ground above The Magic Railroad and with a sparkle, gravity pushes him through the meadow at the place where no flowers grow. Unfortunately it does the same for Boomer who spills his motorcycle - as he is sucked beneath the meadow by the wake of Thomas' sparkle.

THOMAS *

Help! *

CUT TO:

118 OMITTED 118

119 INT. SHINING TIME - BURNETT'S WORKSHOP - DAY 119

Lily rushes in, with Patch following behind. *

Burnett is very relieved to see her. *

BURNETT *
Oh, Lily, I'm glad to see you. *

Lily is simply desperate. *

LILY
(pleading)
Grandpa -- everything I've seen at Shining Time is true and there's this Island with talking trains and they said you might have been there. But Mr. Conductor is very sick and Junior's in danger and I've left poor Thomas behind. Please help me.

Lily is desperately trying to open her knapsack. She pulls out Mr. C.'s hat and shows it to Burnett.

He holds it in the palm of his hand, but quietly says:

BURNETT
I want to Lily - but I don't know how.

All at once, Lily realizes where she is -- the workshop leads into where she came from in the Railroad.

She walks a few steps towards a beautiful glowing light and then sees, to her surprise and delight, Lady.

119 CONTINUED: 119

LILY
This is the lost engine from long ago, isn't it? Now we can go back to the Island and bring Mr. Conductor and Junior home.

BURNETT
I'm sorry, Lily. I can't make her steam, I've tried every coal in the valley - but nothing works - and now I know I've run out of time to help.

But Lily suddenly knows the answer -

LILY
(quietly)
Lady... Is that her name? *

BURNETT
Yes... Lady. *

LILY
Lady, of course! Coal. Special coal from the Island of Sodor -- that's what Lady needs.

Patch's horse is pawing the ground -- he has a journey to make.

LILY (cont'd)
Patch there's a coal truck at the top of the mountain -- could you fetch it for us? * *

PATCH
Sure I will
(beat)
But are you okay Lily?

Patch mounts his horse -- and he's gone.

CUT TO:

119A EXT. SHINING TIME - MUFFLE MOUNTAIN - DAY 119A

We see Patch tightening around the pommel of his saddle.

120 INT. SHINING TIME - MUFFLE MOUNTAIN - WORKSHOP - DAY 120

Lily and Burnett.

He is preparing Lady for her journey too.

LILY
Why couldn't you tell anyone except Grandma about Lady? *

BURNETT
Because I felt I'd let everyone down -- most of all Mr. Conductor's family. They chose me to be Lady's driver.

(CONTINUED)

120 CONTINUED: 120

We notice that very quietly they have been joined by Mutt, who is here to make sure everything goes according to his grand plan.

Now, Lily is plucking up courage to ask the most important question of all.

LILY
Did Grandma love Lady as much as you do? Did she take a ride on her?

Burnett stays absolutely still and doesn't look at Lily. Then he says, as he still works:

BURNETT
Grandma loved her because I loved her, but she never took a ride on Lady. I couldn't fix her in time.

Lily stays silent.

BURNETT (cont'd)
I wanted to take Tasha on our Shining Time.

LILY
On your Shining Time?

Burnett still can't look at her.

BURNETT
A wonderful journey when the train wheels turn and the rails shine. It was always going to be tomorrow -- tomorrow Lady would work again... tomorrow would be perfect... *

Then he looks up.

BURNETT (cont'd)
And then it was too late, and so I shut out tomorrow.

Lily puts out her hand to him.

LILY
Grandpa -- don't shut out today too.

And Burnett strokes her hair. As he does this, Lily takes Burnett's hand and ties the friendship bracelet in a little knot so that it fits his wrist better.

120 CONTINUED: (2) 120

And in that moment he gives her a wonderful smile. We hear the sound of horse's hoofbeats and Patch calling out.

PATCH (V.O.)
Lily, Mr. Stone -- I've got the coal.

121 OMITTED 121

122 INT. SHINING TIME - MUFFLE MOUNTAIN - WORKSHOP - DAY 122

CU: A huge roar in Lady's coal furnace -- Lady is alive and steaming. *

With much pride, Burnett, with Lily, Patch and Mutt aboard, eases Lady off the sidings and onto The Magic Railroad.

123 INT. SH. TIME - MUFFLE MTN. - MAGIC RR/LADY (TRAV.) - DAY 123

On The Magic Railroad, the wonderful lights around them all seem shades of green.

BURNETT
Well, m'Lady -- the lights are all green for you -- green for glory.

Burnett and Lily look at each other lovingly. Mutt looks up happily between them. Lady goes by, and we are behind her -- seeing Lily putting her arm around Burnett.

LILY
(gently and very certain)
Tasha would have loved this journey.

BURNETT
(decisively)
Yes. And she would love it that you are with me now.

124 INT. SHINING TIME - MUFFLE MTN. - MAGIC RAILROAD - DAY 124

And as Lady moves along the rails and gathers speed, we see -- thanks to the care and commitment of those around her, as well as her own determination to survive -- the proof that she is now truly herself again.

(CONTINUED)

124 CONTINUED: 124

Shadow by shadow, light by light, and seen by Lily as a reflection on the side of the railroad, Lady's lovely, happy face is revealed again.

125 INT. SH. TIME - MUFFLE MTN. - MAGIC RR/LADY (TRAV.) - DAY 125

LILY
(to herself)
"Stoke up the magic in the mountain and the Lady will smile..." But what's the rest of Mr. Conductor's clue...?

126 INT. SHINING TIME - MUFFLE MTN. - MAGIC RAILROAD - DAY 126

And as this happens, we witness that the rails are becoming clear and golden.

PATCH
(in wonder)
The railroad's getting its energy back.

We notice, too, the ultimate wonder of The Magic Railroad.

Beautiful multi-coloured shavings -- all the colors of the rainbow -- fall behind her and gather on the ground between the rails.

Then, the wind created by the force of the moving engine blows them down the tracks and away.

127 INT. SH. TIME - MUFFLE MTN. - MAGIC RR/LADY (TRAV.) - DAY 127

We see Lily studying this phenomenon with great interest, as well as wonder.

She quickly takes her toy Bluebird out of her knapsack and catches some of the shavings, then pops them back in her knapsack along with her Bluebird.

128 OMITTED 128*

129 INT. SH. TIME - MUFFLE MTN - MAGIC RR/BRANCH LINE - DAY 129*

Thomas is bumping along, but as Lady's wake of shimmering shavings settles on the rusty tracks, Thomas gains traction and he speeds up. *

CUT TO: *

130 EXT. SODOR - SMELTING YARDS - DAY 130

We see the smelting yards and in the distance, FADE UP the screech of Diesel.

Next we see Diesel 10, with Junior on top of him -- now slightly the worse for wear, and out of breath.

JUNIOR
I'm sorry cousin. I'm sorry Lily. I haven't been very whatever it is -- responsible, reliable, really useful -- but I will be!

Diesel pounds into the smelting yard, to the shock of James.

Diesel grinds to a halt and flings Junior onto James.

Startled, James begins to back away from Diesel 10 -- right towards the furnaces.

The monstrous Diesel is now moving towards James, who continues to back towards the furnaces.

Realizing the danger, Junior suddenly remembers -- He grabs inside his chest and pulls out the emergency supply of gold dust that Lily was saving for her Grandpa.

JUNIOR (cont'd)
I'll find you some more, Lily, I promise, but if I'm going to be able to help, it's now or never -- I've got to use up the last of this stuff.

With that, he sparkles both himself and James off, and away from the fiery flames.

JUNIOR (cont'd)
James the Brains -- get us out of here!

CUT TO:

131 EXT. SODOR - RAIL LINE NEAR MAGIC BUFFERS - DAY 131

Junior sparkles in with James to the great surprise of Mr. Conductor, who is resting near a well marked "Sodor Water".

JUNIOR
Bye James.

We hear James give a 'peep-peep'.

JUNIOR (cont'd)
Sorry to be so long, cuz.

MR. C.
Better late than never, Junior.

And they give each other a hug. This affectionate moment is rudely interrupted by a low, long roar.

131A INT. MAGIC RAILROAD - DAY 131A*

Lady - with Burnett, Lily, Patch and Mutt aboard is aproaching * the end of her journey on the Magic Railraod. *

Lily looks out of the cab. *

LILY *
Grandpa - we're nearly there - I *
can see the buffers. *

BURNETT *
Get ready - Lady *

PATCH *
Yeah come on Lady *

Will she, won't she. *

Of course she will. *

132 EXT. SODOR - MAGIC BUFFERS/GROTTO - DAY 132

The noise grows louder, and Lady suddenly bursts through the buffers and onto the Island of Sodor.

LILY
She's done it, Grandpa, she's done it! She's on the Island of Sodor.

Lily sees the two Mr. C.'s.

132 CONTINUED: 132

LILY (cont'd)
(excited)
Stop, Grandpa. Stop, Lady.

Lady steams to a stop at the Grotto. Lily jumps off first to greet Mr. C. and Junior, quickly followed by Mutt.

LILY (cont'd)
Mr. Conductor, this is my Grandpa.

Burnett is re-acquainting himself with the place that holds so many memories from long ago. Mr. C. gets his attention by saying:

MR. C.
I'm glad you were able to find your way back... and thank you.

Burnett responds.

MR. C. (cont'd)
Junior, do you know who this is?

JUNIOR
(not immediately realizing the significance)
Reckon so -- this is one beautiful engine...
(then it clicks that it's Lady)
Oh-oh-oh! Are we glad to see you.

JUNIOR (cont'd)
Now we can get back to Shining Time.

MR. C.
We won't get back to Shining Time without the gold dust -- the magic can't exist without it.

132A EXT. SODOR - MAGIC BUFFERS - DAY 132A

Thomas bursts through the buffers and puffs right up behind Lady.

LILY
Oh, Thomas, I'm so sorry I had to leave you behind.

At that moment, Diesel, accompanied by Splatter and Dodge, announces his presence.

DIESEL 10
I'll get you, you blue puffball. And you too, Twinkle Toes. Splodge, come and help me.

But the two sidekicks are rebelling.

SPLATTER & DODGE
No. Do it yourself, and we mean that.

Just as Diesel starts lifting his claw, there is a loud scream and Boomer flies out of the magic buffers, landing on Diesel 10.

THOMAS
Run, Lady, quickly -- and I'm going to help you.

At that, Burnett leaps into Lady's cab.

BURNETT
So am I, my Lady, and I'll never let you down again.

MR. C.
Watch out for the viaduct -- it's dangerous... Lady. That engine's name is Lady. She's part of the clue to the source of the gold dust. * * * *

Lady charges off and Thomas follows, putting himself between Lady and Diesel 10.

132B EXT. SODOR - RAIL LINE NEAR GROTTO - DAY 132B

Boomer yells at Burnett as he rockets by.

BOOMER
I'll get you, Burnett Stone, and the engine too.

(CONTINUED)

132B CONTINUED: 132B

BURNETT
(calling back)
No you won't, Boomer -- because the magic that you refuse to believe in will get the better of you. *

(CONTINUED)

132B CONTINUED: (2) 132B

Diesel, with Boomer clinging to his back, speeds after Thomas, who's right behind Lady.

132C OMITTED 132C

132D EXT. SODOR - VIADUCT - DAY 132D

BURNETT
Lady, this is your shining time too.

Lady crosses the viaduct first and stones fall.

It's too late for Thomas to stop either, nor should he -- * Diesel is getting close behind. He's heading for the viaduct.

THOMAS
I'm a Really Useful Engine. I'm sorry to ignore your warning Mr. Conductor - but going over this viaduct is the only way we can get rid of Diesel and that nasty passenger.

Thomas speeds up, and heads across the viaduct, which crumbles as he crosses. A hole opens in the track ahead of him.

Thomas heroically jumps the gap.

BURNETT
Well done, Thomas, well done.

Thomas has crossed the viaduct, but more stones have fallen * behind him. It is too late for Diesel to stop. *

DIESEL 10
(in manic despair)
Puffball... teapot... tin kettle....
No-o-o-o-o!!

The rest of the viaduct falls in.

(CONTINUED)

132D CONTINUED: 132D

Diesel, with Boomer aboard, slides over the edge, and drops onto a barge filled with sludge.

Diesel and Boomer are last seen floating off on a sea of sludge, and right out of the picture.

MIX TO:

132E EXT. SODOR - MAGIC BUFFERS/GROTTO - SUNSET 132E

Burnett and Patch are inspecting and cleaning Lady's wheels for wear and tear. *

BURNETT
You're quite a Lady!

Lily, Mr. C., and Junior are grouped around the well, Lily and Junior on the other side of Mr. C. * *

LILY *
Think, Mr. C. -- think -- What do * you need to help you remember the * rest of the clue? *

MR. C. *
My thinking cap?... Carrots... * celery? *
(coming up to snuff * and looking at the * well)
I've got it... "then watch the swirls * that spin so well..." *

PATCH
(joining them)
...Just like all the wonderful shavings around Lady when we were on the railroad.

Lily and Patch look at each other in common understanding and Patch dashes to collect the bag of golden shavings from Lady's cab.

LILY *
Anything else?

(CONTINUED)

132E CONTINUED: 132E

JUNIOR
(triumphantly, pointing to well)
Of course there is! So well! A well means water.

Mr. C. and Junior rush to pull a bucket of water from the well(using a scoop or Mutt's drinking plate).

MR. C.
Lily, put the shavings in there with the water.

Puzzled, Lily does so, and Patch suddenly realizes.

PATCH
Now -- mix the ingredients together and shake them around, like they used to in the old days, panning for gold.

Lily does so. Everyone is now joined together in a circle with her.

BURNETT
Throw them in the air Lily...

Lily does so.

EVERYONE
Gold dust!

We see a wondrous cloud of gold dust against a sunset sky, like the golden treasure of one's most beautiful dreams. It descends again and disappears into Mr. C.'s and Junior's whistles.

MIX TO:

133 AND 133A OMITTED 133 AND 133A

133B EXT. SODOR - MAGIC BUFFERS/GROTTO - SUNSET 133B

Lady and Thomas are getting ready to steam away. *

PATCH
Come on, Mutt, it's time for us all to go home. * *

Mr. C. and Junior are preparing to sparkle out. *

(CONTINUED)

133B CONTINUED: 133B

Junior takes some gold dust out of his whistle and gives it to Lily, who is with her Grandpa.

JUNIOR
Take some, Lily. I promised it to you.
(then turns to Mr. C.)
So now that we've said goodbye to the bad guys -- how else can I help?

MR. C.
You mean you don't want to go back to the beach?

JUNIOR
Nah -- well -- just for a holiday but I'm ready to work -- got a job for me?

MR. C.
Junior, there is a railroad --

JUNIOR
With palm trees...?

MR. C.
One or two...

JUNIOR
And sunshine...?

MR. C.
Sunny spells...

JUNIOR
I'll take it... which way?

MR. C.
That way, cuz.

JUNIOR
Bye, everyone.

133B CONTINUED: (2) 133B

And he sparkles out. *

The bellflower beside Mr. C. starts ringing. It's Sir Topham Hatt on the line.

MR. C.
Yes, Sir Topham Hatt, sir... You're on your way back right now? Splendid news... I'll be at the sheds to welcome you... Yes... everything is under control -- Goodbye, sir Sparkle, sparkle, sparkle.

Mr. C. sparkles out.

Thomas and Lady then witness a tender moment between Lily and Burnett.

Lily hands to her Grandpa the gold dust that Junior gave her.

LILY
Here, Grandpa, I'd like you to have this.

BURNETT
(kindly)
Well, why don't we share it.

And then he sprinkles the gold dust onto her Bluebird.

MIX TO:

134 THRU 136 OMITTED 134 THRU 136

136A INT. BURNETT'S WORKSHOP - NEXT DAY 136A

We are close on the painting of Lady and then pull out to reveal Lily and Burnett carefully wrapping it in canvas.

LILY
Thank you, Grandpa -- I'll always take care of her too.

Suddenly there is a sparkle on top of the easel. And there is Mr. C.

136A CONTINUED: 136A

MR. C. *
Excuse me, but have you seen my... *

BURNETT *
(takes Mr. C's little *
hat from the worktable) *
...little hat? Yes, Mr. Conductor -- *
here you are. *

MR. C. *
See you on the railroad. *

And they wave to each other as Mr. C. sparkles out. *

FADE OUT AND IN ON: *

137 EXT. INDIAN VALLEY - MUFFLE MTN - 20 YEARS LATER - DAY 137

Sunlight again, but at a different time -- 20 years later.

We travel down Muffle Mountain -- washed by sunlight -- with the brilliant mountain bush, past the summerspan birds flying by the lake, take in the bouquet tree in full blossom, and across the meadow filled with golden flowers.

138 EXT. SHINING TIME - DAY 138

Then we join a young woman and her two little children and a dog just like Mutt. His name is Jeff.

They are having a picnic and they are looking at a scrapbook of gaily coloured postcards from exotic places, all signed "Junior", and family photos of the engines on the Island of Sodor, a beautiful picture of Lady, Sir Topham Hatt, Mr.

138 CONTINUED: 138

Conductor, Stacy and Billy (who are proudly holding a plaque saying 'Indian Valley Achievement Award'). And of course, there is a picture of Mutt. There is also Burnett's drawing that he did as a child, when he first visited the Island of Sodor.

LILY [ADULT]
And this is Jeff's great-granddad, Mutt, who made sure I got the wrong train for the right reason.

Then, we come close on one of a young woman as a child. (It is Lily as a child.)

She is with her mother, father and one-year-old brother, who is clutching a toy Bluebird with beautiful, golden, sparkily wings.

LILY
And this is my much loved bluebird. I gave it to your uncle for his first birthday -- as the best present I could give to him -- and this picture was taken the day Dad came back home.

We see that Burnett is also in the same photo, and we move to one of Tasha and finally to another.

In this, Burnett is at the window of his house -- the shutters are open and the sunlight is all around him. *

LILY (cont'd)
And this is my favourite photo of your Great-Grandpa. This was the day he opened all the shutters of his house. Then we danced... under the apple tree... to a lovely waltz. I came back here every summer, and I became an engineer like him.

Then we notice Mr. C. is listening with them... and, we notice across the fields, a man with his horse. It's Patch. *

He comes over and kisses his family.

BOY
Hello Daddy.

The little boy spots a picture of Thomas in the book.

(CONTINUED)

138 CONTINUED: (2) 138

BOY (cont'd)
I keep imagining I can meet Thomas. *

Lily and Mr. Conductor smile.

Then she takes her children's hands and gets up.

LILY
Then, that's what counts. Now, it's time to go home -- are you coming too, Patch?

PATCH
Sure I am -- *

He puts his arm around Lily and his children.

We pull out to take in this moment and *

MIX TO: *

139 EXT. SODOR - RAILROAD - DAY 139

Thomas, who is puffing home into the sunset, "peeps" happily in agreement.

We hear our Storyteller's voice over these beautiful images. *

STORYTELLER [LILY, ADULT] (V.O.)
Sometimes, all it takes is a little train engine and the spirit of the child within us, to see the beauty in our lives and hope that we can always find it there.

THE END

Britt Allcroft
July 23, 1999 *